MIGHTY MARVEL MASTERWORKS

the AMAZING SPIDER-MAN

STAN LEE • STEVE DITKO

MARVEL

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PRESENTS

the AMAZING SPIDER-MAN

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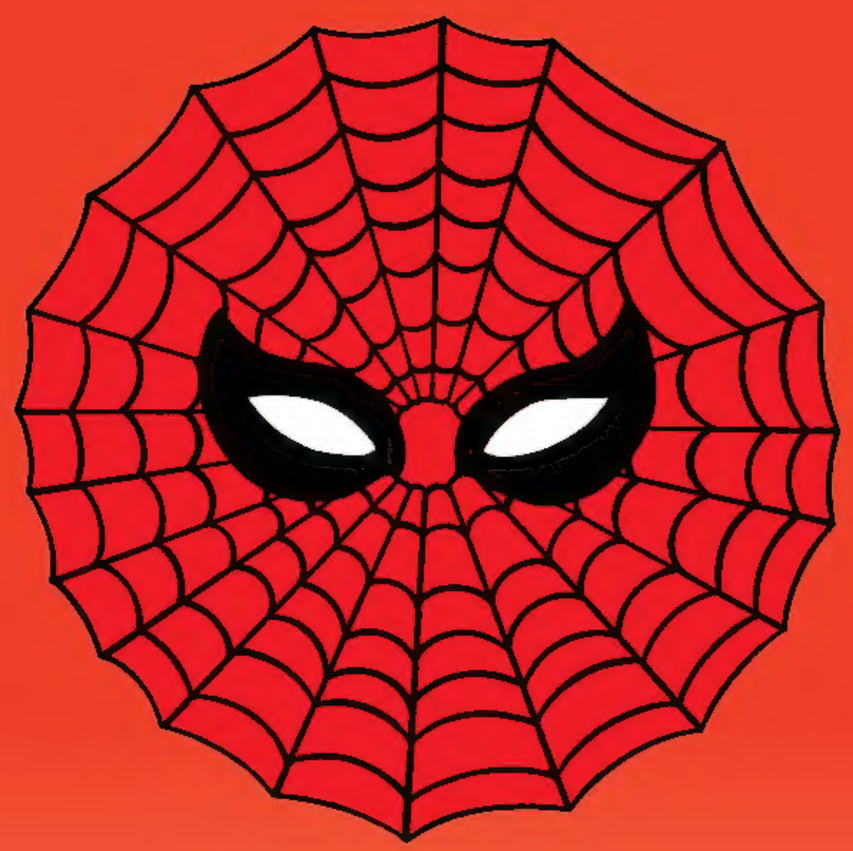
& ANNUAL No. 1

STAN LEE • STEVE DITKO



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THE

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the AMAZING SPIDER-MAN

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APPROVED BY THE COMICS CODE AUTHORITY

MARVEL COMICS GROUP 12¢

11 APR.

Featuring: THE LONG-AWAITED "RETURN of DOCTOR OCTOPUS!"

"TURNING POINT!"

SEE WHAT HAPPENS WHEN SPIDER-MAN DECIDES TO REVEAL HIS SECRET IDENTITY TO SOMEONE ELSE! WILL HE REALLY DO IT? WILL THIS BE THE TURNING POINT OF HIS AMAZING CAREER? OR--? BUT WHY NOT TURN THESE PAGES AND LEARN FOR YOURSELF, IN THIS CLASSIC TALE, TOLD IN THE MARVELOUS MARVEL MANNER!

ANOTHER SPECTACULAR SMASH-HIT FROM THE HOUSE OF IDEAS!

SPIDER-MAN

"TURNING POINT"

featuring THE RETURN OF Dr. OCTOPUS!

I HATE YOU, SPIDER-MAN! I'LL HATE YOU TILL THE DAY I DIE!

IS SPIDER-MAN DESTINED TO LOSE BETTY BRANT, THE GIRL HE LOVES? HOW DID IT HAPPEN... AND WHY?

NONE BUT **STAN LEE** COULD HAVE WRITTEN THIS EPIC TALE!!

NONE BUT **STEVE DITKO** COULD HAVE DRAWN SUCH GRIPPING SCENES!

LETTERED BY **S. ROSEN.**

NONE BUT THE MIGHTY **MARVEL COMICS GROUP** COULD HAVE PRODUCED A BOOK-LENGTH THRILLER SUCH AS THIS!

SEE: DIABOLICAL DOCTOR OCTOPUS, MORE DANGEROUS THAN EVER BEFORE!

SEE: THE SECRET OF BETTY BRANT... REVEALED FOR THE FIRST TIME!

SEE: SPIDER-MAN'S GREATEST VICTORY... AND HIS MOST BITTER DISAPPOINTMENT!

A WORLD-FAMOUS SUPER-HERO DOESN'T SPEND **ALL** HIS TIME FIGHTING DEADLY MENACES! THERE ARE MOMENTS HE SPENDS ALONE, DEEP IN THOUGHT, MULLING OVER THE PAST AND PONDERING THE FUTURE! SUCH A SUPER-HERO IS **SPIDER-MAN**, AND SUCH A MOMENT IS **THIS**...

EVER SINCE BETTY BRANT LEFT TOWN I'VE BEEN CARRYING A KING-SIZED **TORCH!** I'VE GOT TO SNAP OUT OF IT... GOT TO TRY TO **FORGET** HER!

AW, WHO AM I KIDDING! I'LL **NEVER** FORGET HER!...NEVER STOP SEARCHING FOR HER!

IF ONLY I KNEW **WHY** SHE LEFT TOWN SO SUDDENLY! IF ONLY I HAD SOME **CLUE**... SAY! WHAT'S THAT ON THE **RADIO**??

WE INTERRUPT OUR PROGRAM FOR A BULLETIN! HAVING SERVED HIS FULL PRISON TERM, THE NOTORIOUS **DOCTOR OCTOPUS** IS TO BE RELEASED TODAY...

HEARING THAT TERSE ANNOUNCEMENT, SPIDER-MAN SUDDENLY FORGETS BETTY BRANT FOR THE MOMENT AS HE TRAVELS BACK IN MEMORY TO ONE OF THE MOST DANGEROUS BATTLES OF HIS ENTIRE CAREER...*

DOCTOR OCTOPUS TO BE **RELEASED**?!! THEY CAN'T **DO** IT! THEY **MUSTN'T**! HE'S ONE OF THE MOST DANGEROUS MEN ALIVE!! EVEN **I**, WITH ALL MY POWER, CAME CLOSE TO BEING DEFEATED BY HIM!!

THAT BLASTED WEB! IT'S SPREAD OUT OVER MY GLASSES! I-I **CAN'T SEE**! CAN'T GET IT OFF!

EVEN THOUGH HE CAN NO LONGER SEE ME, HIS OTHER ARMS ARE NOW AROUND ME... PULLING ME TOWARD HIM WITH HIS INCREDIBLE STRENGTH!

* SPIDER MAN VS. DR. OCTOPUS, ISSUE #3 - ED.

WITHIN SECONDS, THE DRAMATIC TEEN-AGE CRIME-FIGHTER LEAPS INTO ACTION...

I'VE GOT TO TRY TO **PREVENT** THEM FROM RELEASING HIM! HE MUSTN'T BE ALLOWED TO MENACE MANKIND AGAIN!

IT FEELS **GREAT** TO BE ON THE GO AGAIN... WITH THE WIND TEARING AT ME AS I SWING HIGH OVER THE ROOFTOPS! **THIS** IS WHAT I NEEDED!

MOMENTS LATER, AT THE MUNICIPAL PRISON ...

I'LL BET I'M THE ONLY FELLA IN TOWN WHO EVER TRIED TO BREAK *INTO* A JAIL! HOPE I'M NOT TOO LATE!

NEXT, SPIDER-MAN'S AWESOME "CALLING CARD" SHINES ON THE WALL OF THE WARDEN'S OFFICE ...

WARDEN! YOU'VE GOT TO PREVENT DR. OCTOPUS' RELEASE! HE MUST NOT BE SET FREE!!

SPIDER MAN!!

SORRY TO BREAK IN THIS WAY, BUT I DIDN'T WANT TO WASTE A MINUTE! IS HE STILL BEHIND BARS?

YES, BUT HE LEAVES TONIGHT! WE ***CAN'T*** HOLD HIM! HE'S SERVED HIS TIME! AS FOR ***YOU***, I'LL GIVE YOU TEN SECONDS TO LEAVE THE WAY YOU ENTERED! NO MASKED ADVENTURER DICTATES THE LAW WHILE I'M WARDEN HERE!

AND, IN A SPECIALLY CONSTRUCTED CELL, WITH REINFORCED CEMENT WALLS AND BARS ...

GLAD I WAS SMART ENOUGH NOT TO TRY TO ESCAPE! I ***KNEW*** I'D GET TIME OFF FOR GOOD BEHAVIOR! NOW THEY ***CAN'T*** HOLD ME ANY LONGER!

I WAS ABLE TO SPEND ALL MY TIME IMPROVING MY DEXTERITY WITH MY EXTRA ARMS! I CAN USE THEM SO WELL NOW, THAT I'LL ***NEVER*** BE CAPTURED AGAIN!

LATER, BACK HOME AGAIN, SPIDER-MAN CHANGES TO HIS EVERYDAY IDENTITY AS PETER PARKER, TEEN-AGE SCIENCE BUFF, AS HE WORKS ON A PECULIAR DEVICE ...

I GUESS THE WARDEN WAS RIGHT! A MAN ***CAN'T*** BE KEPT IN JAIL LONGER THAN HIS SENTENCE! EVERY-ONE DESERVES A SECOND CHANCE!

BUT JUST THE SAME, THIS LITTLE GIZMO I COOKED UP WILL HELP ME KEEP TABS ON DOC OCK... JUST IN CASE!

IT LOOKS LIKE A DETAILED MODEL OF A LIVE SPIDER... EXCEPT FOR THE TRANSISTOR-IZED CIRCUITS I'VE INSTALLED INSIDE!

NO MATTER WHERE IT IS, IT WILL SEND BACK CODED MESSAGES TO ME WHICH I CAN PICK UP WITH MY SMALL PORTABLE RECEIVER!

NOW, MY ONLY PROBLEM IS... HOW DO I ATTACH IT TO DOC OCK ?? OH, WELL, I'VE GOT A HUNCH THAT SPIDER-MAN WILL FIND A WAY TO DO IT!

A FEW HOURS LATER, BACK AT THE PRISON...

WITH YOUR TALENT, DOC, IT SHOULDN'T BE HARD FOR YOU TO LAND A GOOD JOB! JUST KEEP YOUR NOSE CLEAN, FELLA!

A ***JOB!!*** DO THEY EXPECT ME TO BECOME A WORKING MAN, LIKE AN ORDINARY, UNIMAGINATIVE WEAKLING?? BEFORE I'M THROUGH, THE WHOLE WORLD WILL TREMBLE AT THE MENTION OF MY NAME!

HERE I AM, JUST AS I PROMISED IN MY LETTER! I'LL DRIVE YOU TO YOUR DESTINATION!

GOOD! I'M ANXIOUS TO GET STARTED!

GOOD THING I RETURNED IN TIME! A CAR IS PICKING HIM UP! LOOKS LIKE A ***GIRL*** DRIVING! WHO CAN IT ***BE?***

MAKE YOURSELF COMFORTABLE! IT WILL BE A LONG DRIVE!

IT..IT'S ***BETTY!!*** BUT... WHAT'S ***HER*** CONNECTION WITH DOCTOR OCTOPUS ??!

SOMETHING FELL OUT OF THE CAR WHEN HE OPENED THE DOOR! LOOKS LIKE A ROAD MAP!

SHE'S DRIVING OFF SO FAST I WON'T BE ABLE TO FOLLOW... BUT THIS IS WHERE MY LITTLE GIZMO COMES IN!

IT'S NOT TOO HARD TO THROW SOMETHING AT A SPEEDING CAR AND MAKE SURE YOU HIT IT... NOT WHEN YOU'VE GOT THE HELP OF SPIDER-POWERED MUSCLES!

BULL'S-EYE! IT HIT THE CAR ROOF!...AND THE SPECIAL ADHESIVE I COATED IT WITH WILL KEEP IT STUCK THERE AS LONG AS I'LL NEED IT!

AND SO, UNAWARE OF THE STRANGE OBJECT ON TOP OF THE CAR, BETTY BRANT DRIVES OFF INTO THE NIGHT WITH HER SINISTER PASSENGER, AS OUR LITTLE CAST OF CHARACTERS COME CLOSER TO THEIR DATE WITH DESTINY!

MEANTIME... IT ALL HAPPENED SO FAST THAT I CAN HARDLY BELIEVE IT! HOW COULD THAT HAVE BEEN BETTY BRANT AT THE WHEEL?!

MAYBE SHE'S ON MY MIND SO MUCH THAT I'M IMAGINING I SEE HER! WELL, I'D BETTER PICK UP THIS MAP...IT MAY GIVE ME A CLUE!

IT'S A MAP OF PHILADELPHIA! AND THE CAR HAD PENNSY LICENSE PLATES! THAT MUST BE THEIR DESTINATION!

WELL, SPIDEY BOY, IT LOOKS LIKE YOU'RE GONNA TAKE A TRIP, TOO! I'VE GOT TO SEE THIS THROUGH TO THE END!

OUR SCENE NOW CHANGES TO THE CITY OF BROTHERLY LOVE, WHERE WE FIND AN ATTORNEY VISITING HIS CLIENT IN JAIL...

WELL, BRANT? DID YOUR SISTER DO AS I TOLD HER? I HOPE SO, MISTER, FOR YOUR SAKE!

DON'T WORRY, BLACKIE! SHE'S PROBABLY DRIVING DR. OCTOPUS BACK TO PHILLY RIGHT NOW! BETTY WOULDN'T LET ME DOWN!

SHE BETTER NOT! THAT GAMBLING DEBT YOU OWE ME IS ALREADY PAST DUE! AND YOU KNOW WHAT MY BOYS DO TO WELCHERS... DON'T YOU, BRANT?

I KNOW, BLACKIE! I'VE BEEN YOUR LAWYER TOO LONG NOT TO KNOW!

I'LL CANCEL THE DOUGH YOU OWE ME AS SOON AS DR. OCTOPUS SPRINGS ME FROM JAIL! AND NO SOONER! NOW GET LOST... I'VE GOT SOME THINKIN' TO DO!

SURE, BLACKIE... I'LL GO...

WHO'D HAVE GUESSED THAT BENNETT BRANT, TOP MAN IN HIS CLASS AT LAW SCHOOL, WOULD END UP AS A SPINELESS FLUNKY... A STOOGE FOR THE MOST RUTHLESS MOBSTER IN THE EAST!

ALL BECAUSE I WANTED EASY MONEY! WHAT A JOKE! IT'S THE **HARDEST** MONEY ANYBODY EVER EARNED! AND NOW I'VE INVOLVED MY OWN **SISTER** IN THIS MESS.!!

LOST IN HIS OWN RUEFUL THOUGHTS, THE GANGLAND MOUTHPIECE REACHES HIS APARTMENT, TO FIND...

BETTY! YOU'VE RETURNED! AND YOU'VE BROUGHT DR. OCTOPUS!

SAY... WHAT'S GOING **ON!?**

SO! YOU DON'T THINK DR. OCTOPUS IS GOOD ENOUGH TO TALK TO YOU, EH? YOU HAVEN'T SAID A WORD SINCE WE DROVE FROM NEW YORK!

KEEP **AWAY** FROM ME! I BROUGHT YOU HERE, AS I SAID I WOULD! BUT NOW I WANT TO **GO!** I...OH, BENNETT! THANK GOOD-NESS IT'S **YOU!!**

A LOT OF GOOD **HE'LL** DO YOU! I'VE **HEARD** OF YOU, BRANT! A WEAKLING LAWYER WHO CAN'T MAKE A MOVE WITHOUT BLACKIE GAXTON'S OKAY!

NOW FOLLOW ME INTO THE OTHER ROOM, BRANT! WE'VE GOT **BUSINESS** TO TALK OVER!

OH, BENNETT, NOW THAT I'VE **BROUGHT** HIM HERE, AS I PROMISED BLACKIE GAXTON, CAN'T YOU LEAVE? CAN'T YOU GO SOMEWHERE AND MAKE A FRESH START? PLEASE...

NOT YET, BETTY! NOT TILL DR. OCTOPUS HELPS BLACKIE TO BREAK OUT OF JAIL! BUT I PROMISE YOU, SIS... IF I EVER GET FREE OF BLACKIE, I'LL PAY YOU BACK FOR ALL YOU'VE DONE... I'LL MAKE YOU **PROUD** OF ME!

BUT WHAT ABOUT THE *JAIL BREAK??* IF YOU STAY, WON'T YOU BE AN *ACCESSORY?* YOU'LL *NEVER* BE ABLE TO GET STRAIGHT!

I JUST *CAN'T* RUN NOW! I HAVEN'T THE COURAGE! IF ONLY I HADN'T GOT *YOU* MIXED UP IN ALL THIS!

THEN, AS HER BROTHER GOES INTO THE NEXT ROOM TO SPEAK WITH DR. OCTOPUS, BETTY BRANT SITS ALONE IN THE GLOOMY ROOM, AS TEARS FILL HER EYES ...

I GAVE HIM ALL THE MONEY I HAD SO THAT HE COULD PAY HIS DEBTS TO BLACKIE, BUT IT WASN'T ENOUGH! IT'S *NEVER* ENOUGH!

I HAD TO RUN AWAY FROM PETER IN NEW YORK, BECAUSE I DIDN'T WANT *HIM* TO KNOW ABOUT BENNETT! HOW CAN I EVER RETURN? WHERE WILL IT ALL END?

BUT LITTLE DOES BETTY SUSPECT THAT BACK IN NEW YORK, PETER PARKER IS PLANNING TO FIND HER... TO LEARN HER TRAGIC SECRET...

AUNT MAY, I'M THINKING OF TAKING A LITTLE TRIP THIS WEEK-END! I'VE ALWAYS WANTED TO VISIT PHILADELPHIA AND SEE THE HISTORICAL SITES!

HOW NICE, PETER! THE TRIP WILL DO YOU *GOOD!* YOU'VE BEEN SO LISTLESS LATELY!

PLEASE FORGIVE ME FOR NOT GOING *WITH* YOU, DEAR, BUT I'VE SO MANY THINGS TO DO HERE AT HOME!

LUCKY FOR ME THAT YOU *DO!* ANYWAY, YOU MIGHT FIND IT KIND OF TOUGH KEEPING UP WITH *SPIDER-MAN* IN THE NEXT FEW DAYS!

THAT'S OKAY, AUNT MAY! I UNDER-STAND!

A FEW MINUTES LATER, AFTER A JET FROM NEW YORK LANDS AT THE PHILADELPHIA AIRPORT...

NOW, ALL I'VE GOT TO DO IS FIND BETTY, SEE WHAT HER CONNECTION WITH DOC OCK IS, MAKE SURE THAT HE ISN'T CAUSING ANY TROUBLE...

...AND BE BACK IN NEW YORK IN TIME FOR CLASS MONDAY MORNING! THAT'S *ALL!*

I MUST HAVE COVERED HALF THE CITY BY NOW, AND STILL NO SIGNAL ON MY PORTABLE RECEIVER!

WELL, I JUST HAVE TO KEEP SEARCHING! GOOD THING I BROUGHT A FULL SUPPLY OF WEB FLUID WITH ME!

FINALLY, AFTER ANOTHER TWENTY MINUTES OF SWINGING PAST THE ROOFTOPS ...

AT *LAST!* THERE'S THE SIGNAL! THAT MEANS THE CAR WITH MY LITTLE ELECTRIFIED SPIDER IS SOMEWHERE NEARBY!

CHANGING BACK TO HIS PETER PARKER IDENTITY, SO THAT HE CAN SEARCH THE NEIGHBORHOOD WITHOUT ATTRACTING ATTENTION, HE FINALLY FINDS ...

BETTY! THEN... IT WAS YOU...!

I'VE FOUND YOU AT LAST!

PETER! YOU'VE BEEN SEARCHING FOR ME?? I NEVER DREAMT...!!

BUT I COULDN'T LET YOU JUST WALK OUT OF MY LIFE! YOU... YOU MEAN TOO MUCH TO ME!!

OH, PETER... WHAT A FOOL I WAS! I SHOULD HAVE CONFIDED IN YOU, SHOULD HAVE TOLD YOU EVERYTHING, RIGHT AT THE START!! I... I NEED YOU, PETER! I DON'T KNOW WHERE TO TURN!

AND THEN, HER TREMBLING VOICE CHOKED WITH EMOTION, BETTY TELLS THE BOY SHE LOVES ALL ABOUT HER BROTHER, BLACKIE GAXTON, AND DR. OCTOPUS!

SO I JUST HAD TO DRIVE DR. OCTOPUS HERE, PETER! IT WAS THE ONLY WAY TO KEEP MY BROTHER SAFE FROM BLACKIE'S GANG! I-I WAS ASHAMED TO TELL YOU BEFORE... TO TELL YOU MY BROTHER IS A LAWYER FOR A DANGEROUS MOBSTER!

BUT YOU CAN'T BE BLAMED FOR THAT, BETTY! YOU'VE DONE ALL YOU COULD! I'M GLAD YOU TOLD ME!.. BECAUSE I HAVE SOME GOOD NEWS FOR YOU!

I JUST LEARNED THAT SPIDER-MAN IS IN PHILLY... TO KEEP TABS ON DR. OCTOPUS! I'M SURE THAT WE WON'T HAVE TO WORRY ABOUT OCTOPUS OR BLACKIE GAXTON WITH SPIDER-MAN AROUND!

I'VE JUST DECIDED! I CAN'T KEEP IT FROM HER ANY LONGER! ONCE WE'RE BACK IN NEW YORK, I'M GONNA TELL BETTY THAT I AM SPIDER-MAN!

BUT, SOMETIMES FATE HAS OTHER PLANS! FOR, ON THE OTHER SIDE OF TOWN, A STRANGE MENACING FORM SWINGS FROM ROOF TO ROOF ON A SINISTER MISSION...

THIS TASK WILL BE CHILD'S PLAY FOR DOCTOR OCTOPUS!!

AS SOON AS I COLLECT THE HUNDRED THOUSAND DOLLARS WHICH BLACKIE WILL PAY ME FOR THIS JOB, I'LL HAVE THE STAKE I NEED TO MAKE MYSELF THE KING OF CRIME!

THESE ORDINARY IRON BARS CAN'T RESIST THE POWER OF MY ARTIFICIAL ARMS! THERE... I'VE ***SNAPPED*** THEM!

GOOD WORK, DOC! I ***KNEW*** YOU WERE THE RIGHT MAN FOR THE JOB!

I WAS THE ***ONLY*** ONE FOR THE JOB, AND NEVER FORGET IT! I AM NO COMMON CRIMINAL, FOR HIRE TO THE HIGHEST BIDDER!

SURE, DOC! SURE! DON'T GET SORE! AS SOON AS WE REACH MY GETAWAY SHIP IN THE HARBOR, YOU'LL GET YOUR PAYOFF!

SECONDS LATER, A LEAN SMOOTH-MUSCLED FIGURE SWINGS EFFORTLESSLY ACROSS THE CITY, HEADING FOR THE SAME BUILDING, HOPING TO PREVENT BLACKIE'S ESCAPE... NOT KNOWING HE IS SECONDS TOO LATE ...

OCTOPUS IS SURE TO TRY TO SPRING BLACKIE WHILE HE'S STILL A PRISONER IN THE COURTHOUSE! IF HE WAITS TILL THEY TAKE HIM TO THE STATE PEN, IT'LL BE A MUCH TOUGHER JOB!

BUT, BY THE TIME THE COSTUMED CRIME-FIGHTER REACHES THE ROOF, THE ALARM HAS ALREADY BEEN SOUNDED, AND...

LOOK! IT'S ***SPIDER-MAN!***

MAYBE HE'S THE ONE WHO HELPED BLACKIE ESCAPE!

I'M TOO LATE!! I'LL HAVE TO MOVE ***FAST!*** FIRST... I'LL BLACK OUT THAT SPOT-LIGHT!

WHAP!

GOOD THING THEY DIDN'T HAVE TIME TO PLAY ANY ***OTHER*** LIGHTS ON ME! I'LL BE ABLE TO GET AWAY IN THE DARKNESS!

WHAT A ROTTEN BREAK! I ARRIVE TOO LATE TO STOP BLACKIE'S ESCAPE, AND BECAUSE THEY SPOTTED ME, ***I'LL*** PROBABLY GET THE BLAME!

SUFFERIN' SPIDER-WEBS!! I JUST REMEMBERED! WITH OCTOPUS AND BLACKIE ON THE LOOSE, I'D BETTER GET BACK TO *BETTY!* SHE MIGHT BE IN GREAT DANGER!

BUT ONCE AGAIN, A CAPRICIOUS FATE HAS MADE THE TEEN-AGE CRUSADER MINUTES TOO LATE! FOR, BEFORE SPIDER-MAN CAN REACH HIS GOAL...

C'MON, *MOVE!* BLACKIE WANTS US TO BRING YOU BOTH TO HIS GETAWAY SHIP!

BUT *WHY??* WE'VE *DONE* WHAT HE WANTED! WHY DOESN'T HE LET US GO ???

I WAS A FOOL! I SHOULD HAVE KNOWN HE'D *NEVER* LET US GO!

YOU CAN SAY *THAT* AGAIN, MOUTH-PIECE!

LATER, THE HELPLESS GIRL AND HER BROTHER ARE TAKEN TO A DINGY TRAMP STEAMER...

WE'LL WAIT ON THIS OLD TUB UNTIL A LAUNCH COMES TO PICK US UP! BLACKIE HAS EVERYTHING ALL PLANNED!

YEAH! THEN WE'LL SKIP TO SOME FOREIGN COUNTRY WHERE NO ONE'LL EVER BE ABLE TO TOUCH US!

AND THEN, THE FINAL TWO PASSENGERS COME ABOARD...

KEEP MOVING, GAXTON! I'M NOT LETTING YOU OUT OF MY SIGHT TILL I GET MY HUNDRED GRAND!

IT'S ABOARD THIS SHIP! YOU'LL GET IT...DON'T WORRY!

BUT, UNSUSPECTED BY ANY OF THOSE ON BOARD, THERE IS STILL *ANOTHER* PASSENGER SWINGING ONTO THE SHIP!

GOOD THING THEY USED THE CAR WHICH HAD MY GIZMO ON IT! I WAS ABLE TO PICK UP THE SIGNAL AND FOLLOW THEM ALL THE WAY!

MEANTIME...

YOU CAN'T *DO* THIS, BLACKIE! I'VE DONE EVERYTHING YOU ASKED! YOU'RE FREE NOW, JUST AS YOU WANTED TO BE, SO MY DEBT IS CANCELLED! YOU'VE *GOT* TO LET US GO!

I DO, HUH?

THIS'LL SHOW YA THAT BLACKIE GAXTON DOESN'T HAVE TO DO ANYTHING!! NOW I DON'T WANNA HEAR ANOTHER PEEP OUT OF YA!

NO... DON'T!! NO!!

THUD!

THAT SCREAM! IT WAS BETTY! THEY MUST HAVE TAKEN HER HERE, TOO!

BUT, IN HIS HASTE TO REACH BETTY'S SIDE, SPIDER-MAN CARELESSLY SLIPS ON A COIL OF ROPE AS HE LANDS, AND...

OWW! MY ANKLE!! OF ALL THE BONEHEAD THINGS TO DO... I DIDN'T NOTICE THAT ROPE LYING THERE!

OF ALL THE TIMES FOR THIS TO HAPPEN!! I SPRAINED IT!! CAN'T PUT ANY WEIGHT ON IT!!

WELL, WELL!! LOOKS LIKE WE GOT COMPANY! ON YOUR FEET, PAL! WE'RE TAKIN' YOU TO THE BOSS!

WE FOUND A STOWAWAY, BLACKIE! FRIEND OF YOURS?

DR. OCTOPUS... WITH BETTY AND HER BROTHER... AS WELL AS BLACKIE AND HIS GUNMEN! NOW I'M REALLY IN FOR IT!

SPIDER-MAN! WHAT DID YOU BRING HIM DOWN HERE FOR, YOU FOOLS?? HE'S TOO DANGEROUS!

DON'T WORRY ABOUT HIM, GAXTON! I'VE BEEN WAITING FOR A CHANCE TO HAVE MY REVENGE ON HIM! YOU WON'T HAVE TO WORRY ABOUT SPIDER-MAN... I PROMISE YOU THAT!!

BUT THERE ARE SOME *OTHER* THINGS YOU CAN START WORRYING ABOUT!! SUCH AS THE FACT THAT I'M TAKING OVER NOW! NOW THAT I KNOW THE MONEY IS ON BOARD THE SHIP, I NEED YOU NO LONGER!

IF I'M *EVER* GONNA MAKE A BREAK, *THIS* IS MY CHANCE TO DO IT!

HEY!! LOOK OUT... HE'S BUSTIN' LOOSE... *UGH!!*

SINCE EVERYONE IS MAKING SPEECHES, *I* MIGHT AS WELL FURNISH SOME ENTERTAINMENT! SO HERE *GOES!*

THIS WON'T BE EASY WITH A BAD ANKLE... BUT IF I CAN MOVE FAST ENOUGH TO KEEP THEM ALL OFF BALANCE...!!

FIRST, I'LL TAKE CARE OF THE HIRED HANDS...LIKE *THIS!* I'LL SAVE THE BEST FOR LAST!

SORRY, DOC OCK! I DIDN'T MEAN TO KNOCK THEM INTO *YOU! OOPS!* WATCH YOURSELF... I WOULDN'T WANT YOU TO SKIN YOUR PINK LITTLE KNUCKLES WHEN YOU FALL DOWN AND GO BOOM!!

CLUMSY FOOLS!!

HOPE HE STAYS DOWN THERE LONG ENOUGH FOR ME TO PUT BLACKIE'S MEN OUT OF ACTION!

NICE TRY, PLAYMATE! BUT YOU'RE NOT PUSHING AROUND A HELPLESS GAL AND HER BROTHER NOW!

WHAT'S UP, BLACKIE BOY?? OH, TRYING TO REACH THAT POP GUN, EH? WAIT... LET ME *HELP* YOU!!

EVEN SPIDER-MAN CAN BE STOPPED BY A BULLET!! I'LL... OHHH!!

BETTY! BENNETT! STAY BACK! KEEP UNDER COVER UNTIL I GET HIS GUN AWAY!

THOSE SHOTS! THEY'RE GOING WILD! MIGHT HIT BETTY! LOOK OUT, BETTY... GET BEHIND ME!

NO, BENNETT! YOU'RE GETTING IN THE LINE OF FIRE! STAY BACK! I'M ALL RIGHT!

SPIDER-MAN! STOP STRUGGLING WITH HIM!! THOSE SHOTS WILL HIT... BENNETT! B-BENNETT... SPEAK TO ME!!

UGH!!

HE'S BEEN SHOT!! B-BECAUSE HE TRIED TO HELP ME! OH BENNETT!!

I TOLD HIM TO STAY BACK UNTIL I GOT BLACKIE'S GUN!! WHY DIDN'T HE LISTEN?

IT..IT'S BETTER THIS WAY... I WAS.. NO GOOD... TO ANYONE!! MAYBE NOW... YOU CAN WASH YOUR HANDS ...OF ALL THIS..

IT'S YOUR FAULT!! IF YOU HADN'T INTERFERED..IF YOU HADN'T TRIED TO BE A HERO... IT MIGHT NOT HAVE HAPPENED!! I HATE YOU, DO YOU HEAR... I HATE YOU!!

YOU DON'T KNOW WHAT YOU'RE SAYING! STOP IT, GIRL!! YOU MUSTN'T... YOU CAN'T MEAN IT!!

IF ONLY PETER WERE HERE! HE'S THE ONLY ONE I CAN TURN TO... BUT, IT'S TOO LATE! EVERY-THING'S TOO LATE... AND BENNETT IS DEAD... BECAUSE OF SPIDER-MAN!!

SHE REALLY THINKS I'M RESPONSIBLE FOR HER BROTHER'S DEATH!! HOW CAN I EVER CONVINCE HER SHE'S WRONG?!!

BUT THERE'S NO TIME FOR THAT NOW! BLACKIE'S ESCAPING.. AND DR. OCTOPUS IS STILL AT LARGE! I'VE GOT TO MOVE!!

HIS HEART FILLED WITH A BURNING RAGE, A VENGE-FUL SPIDER-MAN GOES AFTER BLACKIE GAXTON!

I'LL GET YOU, GAXTON! THERE'S NO PLACE ON EARTH YOU CAN RUN TO NOW!!

BLAST YOU!! YOU'VE RUINED EVERYTHING... BUT I'M NOT FINISHED YET!!

THAT'S IT, GAXTON! I'VE COUNTED THE SHOTS! YOUR GUN'S *EMPTY*!!

HOLD HIM, BOYS!! KEEP HIM AWAY FROM ME!

BUT, OBLIVIOUS TO THE PAIN IN HIS ANKLE, TO THE MEN TRYING TO HOLD HIM, TO EVERYTHING SAVE THE FURY IN HIS HEART, SPIDER-MAN PICKS UP THE TREMBLING MOBSTER IN ONE HAND, AND...

THERE'S ONLY ONE LANGUAGE A KILLER LIKE YOU UNDER-STANDS!

... AND THIS IS *IT*!!

WHILE, IN THE HOLD BELOW, AN EQUALLY FURIOUS *DR. OCTOPUS* HURLS THE REMAINING MOBSTERS AWAY FROM HIM AS CASUALLY AS ONE MIGHT SWAT A FLY...

OUT OF MY WAY, YOU WEAKLINGS! I HAVE A SCORE TO SETTLE ON THE DECK ABOVE!

THIS IS THE WRAP-UP, SPIDER-MAN! THE MOMENT I'VE WAITED FOR SINCE YOU SENT ME TO JAIL LAST YEAR!

OCTOPUS IS BACK! I WAS *AFRAID* OF THIS! HE ALMOST BEAT ME *LAST* TIME, WHEN I FOUGHT HIM *ALONE*!

I'VE GOT TO KEEP MOVING... GOT TO STAY OUT OF REACH OF THOSE POWERFUL ARMS OF HIS!

WHY PROLONG THE AGONY?? I'LL GET YOU SOONER OR LATER!

YOU CAN'T DO ANY MORE SWINGING IF I GRAB THE LINE YOU'RE SWINGING ***ON***, CAN YOU?

JUST ***WATCH*** ME, DOC! I'LL GIVE YOU A LITTLE LESSON IN AERO-GYMNASTICS!!

I SURE WISH I ***FELT*** AS CONFIDENT AS I'M TRYING TO SOUND!

LUCKY I HAD ENOUGH MOMENTUM TO KEEP ME SWINGING OVER TO THIS SMOKESTACK!

BAH! KID STUFF! USING MY ARMS TO PROPEL ME, I CAN ***STILL*** MOVE FASTER THAN YOU!

'ZAT SO? HOW COME I'M ALWAYS 'WAY ***AHEAD*** OF YOU, BIG MOUTH??

CAN'T KEEP SWINGING ***FOREVER!*** MAYBE I CAN GET A BREATHER BY DROPPING DOWN TO THIS WALK UNDER THE UPPER DECK!

OHH! I FORGOT ABOUT MY ***ANKLE!*** GOT TO KEEP MY WEIGHT OFF IT! IT HURTS WORSE THAN EVER!!

SAY, I THOUGHT I GOT RID OF YOU GUYS BEFORE! DON'T YOU KNOW WHEN YOU'RE NOT WANTED??

MAYBE I CAN CATCH DOC OCK OFF GUARD BY SWINGING UP TO THE DECK ***BEHIND*** HIM! IT'S WORTH A TRY!!

WELL... SO MUCH FOR *THAT* IDEA!!

I EXPECTED YOU TO TRY SOMETHING LIKE THAT!! *NOW* I'VE GOT YOU!!

DON'T *BET* ON IT, CHUM!! JUST WAIT'LL I FINISH WRAPPING THIS LITTLE ROPE PULLEY AROUND YOU...

THERE! PRETTY GOOD KNOT, EH? WHAT A *BOY SCOUT* I'D MAKE!

AWW, WHAT A *SHAME!* LOOKS AS THOUGH YOU CAN'T KEEP YOUR BALANCE! WELL, HAVE A NICE TRIP!

I *KNEW* YOU'D HAVE TO LET ME GO IN ORDER TO USE YOUR FREE ARM TO BALANCE YOURSELF!

AS SOON AS I TEAR THIS ROPE WITH MY FREE HAND, I'LL *GET* YOU, SPIDER-MAN! I'LL END YOUR CAREER FOR *GOOD!*

YEAH, *SOME* CAREER! NO VACATIONS! NO PENSION PLAN! NOT EVEN A SALARY! GO AHEAD AND *END* IT... WHO CARES!!?

HE'S GAINING ON ME! MAYBE SOME WEBBING STRETCHED ACROSS THE HATCHWAY WILL STOP HIM!

YOU SHOULD KNOW BETTER THAN *THIS*, FOOL! I'LL RIP THROUGH YOUR INEFFECTUAL WEBBING IN A MATTER OF *SECONDS*!!

WELL, YOU CAN'T BLAME A GUY FOR *TRYING*!! OH OH ... *NOW* WHAT??

NOW I'VE GOT YOU *TRAPPED*, THAT'S WHAT!!

NOT *YET*, YOU HAVEN'T!! HAVE A WHIFF OF SOME CHEMICAL FOAM FROM THE FIRE EXTINGUISHER FIRST!

UGHH... CAN'T SEE...

THIS IS *NUTTY*! IT'S LIKE BEIN' ON A MERRY-GO-ROUND! I'M NOT DOING BETTY OR MYSELF ANY GOOD THIS WAY!! I'VE GOT TO FIND A WAY TO *BEAT* HIM!!

WHILE YOU'RE LOST IN YOUR LITTLE ONE-MAN FOG, DOC, I'LL JUST SKEEDADDLE OUT OF HERE BY ZIPPING BETWEEN YOUR ARMS!!

NOW I'VE GOT TO FIND BETTY AND MAKE SURE SHE'S ALL RIGHT!

MEANTIME, AT THE OTHER SIDE OF THE SHIP...

BLACKIE IS KNOCKED OUT FOR THE COUNT, AND BETWEEN *SPIDER-MAN* AND *DOC OCTOPUS* OUR LIVES AREN'T WORTH A PLUGGED NICKEL HERE!

I KNOW WHAT YOU'RE GETTIN' AT! *WE* MIGHT AS WELL GRAB BLACKIE'S HUNDRED GRAND AND HIGH-TAIL IT *OUT* OF HERE!

AND WE'LL TAKE *YOU* FOR A HOSTAGE! I'VE GOT A HUNCH SPIDER-MAN WON'T BOTHER US IF HE THINKS *YOU'LL* BE IN DANGER!

NO! LET ME *GO*! I DON'T CARE IF YOU *SHOOT* ME... I WON'T GO WITH YOU!! DO YOU *HEAR* ME... I *WON'T*!

NATURALLY YOU WON'T, MY DEAR! BECAUSE YOU'RE GOING WITH ME!

DOCTOR OCTOPUS!! OH, NOOO...

THUD!

WHAP!

SHE FAINTED! IT'S JUST AS WELL ... I'LL BE ABLE TO CARRY HER WITHOUT HER SCREAMING!

THERE COMES THE LAUNCH TO PICK UP GAXTON ... ONLY THEY'LL PICK ME UP INSTEAD!!

BUT, AT THAT VERY INSTANT...

TAKE YOUR HANDS OFF HER!!

SPIDER-MAN!!

I'LL LEAVE THE GIRL BEHIND! SPIDER-MAN IS MORE IMPORTANT! I'LL GET HIM TO FOLLOW ME ONTO THE LAUNCH ... HE WON'T HAVE AS MUCH ROOM TO MANEUVER THERE ... I'LL FINISH HIM OFF EASY!

CAN'T MOVE FAST ENOUGH ... MY ANKLE KEEPS SLOWING ME DOWN!

YOU WANT ME, SPIDER-MAN?? COME AND GET ME ... IF YOU DARE!

HE KNOWS THE ODDS ARE IN HIS FAVOR ON THAT SMALLER BOAT ... IT'LL BE HARDER FOR ME TO DODGE HIS ARMS!! BUT I CAN'T QUIT NOW ... I JUST CAN'T!!

I *KNEW* THEY SHOULDN'T HAVE SET YOU FREE, OCTOPUS!! BUT I'VE GOT ENOUGH ON YOU NOW TO SEND YOU BACK ... FOR A LONG, LONG TIME!

YOU'RE WHISTLING IN THE DARK, SPIDER-MAN!! YOU'LL NEVER LEAVE THIS LAUNCH *ALIVE!*

HE KEEPS WARDING OFF MY BLOWS WITH HIS ARMS! CAN'T GET PAST HIS DEFENSE!!

NO MATTER *HOW* STRONG YOU ARE.. MY ARMS ARE STRONGER... AND EVEN *FASTER!!*

I'M GETTIN' *OUT* OF HERE! I AGREED TO PICK UP BLACKIE GAXTON ... NOT TO TAKE TWO BATTLING *FURIES* ABOARD!!

HAH! I SEE YOU'RE *TIRING*, SPIDER-MAN! TOO BAD YOUR ARMS ARE MERE FLESH AND BLOOD, NOT TIRELESS ARTIFICIAL APPENDAGES LIKE *MINE!*

HE'S *RIGHT!* I *AM* TIRING!... CAN'T TAKE MUCH MORE!!

I'VE WAITED A LONG TIME FOR THIS MOMENT ... BUT I NEVER THOUGHT YOU'D MAKE IT SO *EASY* FOR ME TO GET MY FINAL REVENGE!

I THOUGHT I'D HAVE TO *SEARCH* FOR YOU... TO... *WAIT!* WHO'S *THAT?*

IT'S A *POLICE LAUNCH*... PULLING UP TO US!

AHOY THE SHIP!! THIS IS THE POLICE! WE NOTICED YOUR BOAT OUT OF CONTROL! STAND BY! WE'RE COMING ABOARD TO INVESTIGATE!!

POLICE
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ONLY SECONDS TILL THEY GET HERE! GOT TO STOP OCTOPUS BEFORE THEN!

I'LL STILL HAVE TIME TO DESTROY YOU BEFORE THEY LAND!! AND THEN I'LL MAKE MY ESCAPE!!

BUT, JUST THEN, THE PILOTLESS CRAFT, RUNNING OUT OF CONTROL, STRIKES A PILING, HURLING THE TWO BATTLING SUPER-FOES INTO THE SEA!

CRASH!

WHEW! THAT HAPPENED JUST IN THE NICK OF TIME FOR ME! NOW, IF I CAN JUST SWIM UNDER-WATER TO THAT DOCK SO I WON'T HAVE TO EXPLAIN TO THE POLICE...

MADE IT!! BUT IT LOOKS AS THOUGH DOC OCK GOT AWAY, TOO! MAYBE IT'S JUST AS WELL... NEXT TIME WE MEET, I DON'T WANT TO BE HELD BACK BY A USELESS ANKLE!!

I'D BETTER MAKE SURE BETTY IS O.K. NOW, AND... WAIT! THERE SHE IS NOW!

DON'T WORRY, MISS BRANT! WE'VE GOT EVERYTHING UNDER CONTROL! YOU'RE OUT OF DANGER NOW!

WHEN WE REVIVED BLACKIE, HE ADMITTED YOU WERE JUST AN INNOCENT PAWN IN HIS JAILBREAK SCHEME! YOU'RE IN THE CLEAR NOW!

BUT MY BROTHER... IF ONLY... IF ONLY HE WERE STILL ALIVE! BUT IT'S TOO LATE!!

THE POLICE HAVE EVERYTHING IN HAND! AND BETTY'S OKAY... EXCEPT FOR HER SORROW AT WHAT HAPPENED TO HER BROTHER!

WE ROUNDED UP ALL OF THEM, CHIEF, EXCEPT DOCTOR OCTOPUS! LOOKS AS THOUGH HE MADE A CLEAN GETAWAY! AND THERE'S NO TRACE OF SPIDER-MAN, EITHER, EVEN THOUGH ALL THOSE PUNKS CLAIM HE'S THE ONE WHO BEAT THEM!

WELL, IT'S ALL OVER FOR NOW! AS FOR *ME*, IF I WRAP ENOUGH WEBBING TIGHT AROUND MY ANKLE, I MAY BE ABLE TO CHANGE TO PETER PARKER AND WALK WITHOUT TOO MUCH OF A LIMP!

THERE... THIS WILL HAVE TO DO!

NOW I'VE GOT TO GO TO BETTY! WITH HER BROTHER GONE, SHE'S ALL ALONE IN THE WORLD! SHE'LL NEED ME MORE THAN EVER!

BUT NOW I CAN *NEVER* TELL HER THAT I'M REALLY *SPIDER-MAN*! IF I DO, I'M SURE TO LOSE HER FOREVER! I'LL HAVE TO *KEEP* MY SECRET LOCKED UP INSIDE ME... FOR ALL TIME!

AND SO...

I'M GLAD THE POLICE CLEARED YOU, BETTY! BUT I KNOW HOW YOU MUST FEEL ABOUT YOUR BROTHER!

OH, PETER... HE WAS ALWAYS SO WEAK... SO HEADSTRONG! HE GOT INTO BAD COMPANY WHILE HE WAS AT COLLEGE... BUT STILL... I LOVED HIM! POOR BENNETT... AT LEAST HE ENDED LIKE A MAN!

IN MY SHOCK... MY RAGE... I BLAMED *SPIDER-MAN* FOR HIS DEATH! I REALIZE NOW HOW WRONG I WAS! IT WASN'T *HIS* FAULT! HE WAS TRYING TO *HELP* US!

BUT *STILL*, I NEVER WANT TO SEE SPIDER-MAN AGAIN! I COULDN'T BEAR BEING REMINDED... OF BENNETT!

CAN YOU UNDERSTAND THAT, PETER... OR DO I SOUND LIKE A FOOL??

YOU COULD *NEVER* SOUND LIKE A FOOL TO *ME*, BETTY! OF COURSE I UNDERSTAND! AND... I'M SURE *SPIDER-MAN* WOULD TOO, IF HE KNEW!

AND THEN, PETER PARKER LEAVES BETTY ALONE WITH HER GRIEF, AS HE SLOWLY WALKS INTO THE NIGHT, LITTLE DREAMING OF THE NEW ADVENTURES AND SURPRISES WHICH AWAIT HIM!

The End

the AMAZING SPIDER-MAN

MARVEL COMICS GROUP 12¢

APPROVED BY THE COMICS CODE AUTHORITY

IND.

12 MAY

LOOK WHO'S BACK!!

NOT A DREAM!! NOT AN IMAGINARY TALE! YOU'LL GASP IN AMAZEMENT WHEN PETER IS

"UNMASKED by Dr. OCTOPUS!"

THE LATEST... THE GREATEST SPIDER-MAN SUPER-SPECTACULAR!

SPIDER-MAN "UNMASKED BY Dr. OCTOPUS!"

1 TAKE ONE OF THE MOST POWERFUL SUPER-VILLAINS OF ALL TIME...

2 ...ADD A SPINE-TINGLING ASSORTMENT OF WILD BEASTS ON THE RAMPAGE...

3 ...MIX WELL WITH OUR USUAL CAST OF OFF-BEAT CHARACTERS...

4 ...AND TOP IT OFF WITH THE EXPOSÉ OF SPIDER-MAN! WHO COULD ASK FOR ANYTHING MORE??!

YES INDEED, FAITHFUL FRIEND! STAN AND STEVE PULLED OUT ALL THE STOPS TO MAKE THIS ONE OF THE MOST MEMORABLE OF OL' SPIDEY'S EPIC ADVENTURES!

NOW AFTER THEY WENT TO ALL THAT TROUBLE, THE LEAST YOU CAN DO IS READ IT, ENJOY IT, AND RAVE ABOUT IT! AND, Y'KNOW SOMETHING? WE HAVE A HUNCH YOU *WILL!*

WRITTEN IN THE WHITE HEAT OF INSPIRATION BY: **STAN LEE**

DRAWN IN A WILD FRENZY OF ENTHUSIASM BY: **STEVE DITKO**

LETTERED IN A COMFORTABLE ROOM BY: **ART SIMEK**

AS ALL OF OUR WELL-READ READERS KNOW, SPIDER-MAN BATTLED DR. OCTOPUS LAST ISSUE, AND WHILE THE AMAZING TEEN-AGER FOILED THE SUPER-VILLAIN'S PLANS, HE WAS UNABLE TO PREVENT HIS ESCAPE! HENCE THESE HEADLINES IN THE BUGLE...

WEATHER

DAILY BUGLE

FINAL EDITION

DR. OCTOPUS ESCAPES FROM SPIDER-MAN!

SPIDER-MAN... OVERRATED CRIME-FIGHTER!

PHILADELPHIA, PA. (I.P.) ONCE AGAIN, THE MYSTERIOUS SPIDER-MAN HAS INTERFERED WITH POLICE AND ALLOWED A DANGEROUS CRIMINAL TO GET AWAY SCOT FREE!

HOW MUCH LONGER IS THIS MASKED NUISANCE TO BE PERMITTED TO MAKE A COMPLETE MOCKERY OF JUSTICE AND TO UTILITI FACE A SICATIN OUT OF ALL THE POLICE IN ALL IN THE ENTIRE DISTRICT OF P

DR. OCTOPUS... STILL AT LARGE!

READING THE NEWS ITEM, WHICH WAS OBVIOUSLY WRITTEN BY ORDER OF PUBLISHER J. JONAH JAMESON WHO HATES SPIDER-MAN, THE ANGRY ADVENTURER DECIDES TO PAY JAMESON A VISIT...

IF I PUT OUT A FOREST FIRE SINGLE-HANDED, I'LL BET JONAH WOULD RAP ME FOR WASTING TOO MUCH WATER! SAY! WHAT'S GOING ON IN HIS OFFICE?

I *QUIT!* NOBODY COULD WORK FOR A TYRANT LIKE *YOU!*

THAT'S THE GAL HE HIRED TO FILL IN TILL BETTY RETURNED FROM PHILADELPHIA!

WAIT! YOU CAN'T ***DO*** THIS! I ***NEED*** A SECRETARY! COME BACK!

YOU DON'T NEED A SECRETARY--YOU NEED A ***PSYCHIATRIST!***

HMMPH! BLAMED EMPLOYEES! THEY EXPECT TO BE TREATED WITH KID GLOVES! JUST BECAUSE I ***SHOUTED*** AT HER...

HELLO, MR. JAMESON! I'VE RETURNED--THAT IS, IF YOU STILL ***WANT*** ME?

BETTY BRANT! IF I ***WANT*** YOU?? DON'T JUST ***STAND*** THERE, GIRL--GET TO ***WORK!***

NOW THAT BETTY'S BACK, I'LL CHANGE TO PETER PARKER! I CAN'T WAIT TO ***SEE*** HER--TO TALK TO HER...

MR. JAMESON, HAS PETER PARKER BEEN IN LATELY WITH ANY PHOTOS?

NO! I HAVEN'T SEEN HIM! HE'S PROBABLY TOO LAZY TO WORK... JUST LIKE EVERYONE ***ELSE*** I GET STUCK WITH!

MINUTES LATER...

BETTY! GOSH, I'M GLAD TO SEE YOU! I'VE BEEN WAITING TO HEAR FROM YOU...

OUT, PARKER! THIS IS AN ***OFFICE,*** NOT A SOCIAL CLUB! YOU CAN COME IN HERE WHENEVER YOU HAVE A SET OF EXCLUSIVE ***NEWS PHOTOS*** FOR ME, AND NOT BEFORE! NOW ***GET!***

I'LL SEE YOU LATER, PETER! CALL ME AT HOME!

MEANWHILE, AT DIFFERENT PLACES THRUOUT THE NATION, MOVING FROM CITY TO CITY LIKE THE ELUSIVE MARAUDER HE IS, THE AWESOME **DR. OCTOPUS** ATTEMPTS SOME OF THE MOST COLORFUL CRIMES EVER PERPETRATED!

EVEN AN ARMORED CAR IS NO MATCH FOR MY POWER!

THE POLICE HAVE BEEN ALERTED TO ME! I DARE NOT USE THE SAME TRICKS TWICE!

EACH ESCAPE IS NARROWER THAN THE LAST, BUT I CAN'T STOP NOW!

I'VE GOT TO CONTINUE MY SPECTACULAR CAREER, SO THAT **SPIDER-MAN** WILL READ ABOUT MY EXPLOITS AND TRY TO ATTACK ME AGAIN!

I **KNOW** I'M STRONGER THAN HE IS! I KNOW THAT I'LL DESTROY HIM WHEN NEXT WE MEET! BUT, SO LONG AS HE LIVES, I'LL NEVER BE TRULY SAFE! I'VE **GOT** TO FORCE HIM TO FIGHT ME AGAIN!

BUT WHY HASN'T HE FOLLOWED ME? I'VE GIVEN HIM EVERY CHANCE--ALL THE BAIT HE NEEDS! PERHAPS I'LL HAVE TO RETURN TO NEW YORK AND FIND **HIM!**

AND WHY **HASN'T** SPIDER-MAN FOLLOWED THE TRAIL OF HIS ARCH FOE AROUND THE COUNTRY?? THE ANSWER IS REALLY VERY SIMPLE, WHEN WE REALIZE WE'RE DEALING WITH A TRUE-TO-LIFE YOUNGSTER...

YOU FEEL A LITTLE WARM, PETER! YOU'D BETTER STAY IN TONIGHT, DEAR! YOU MAY BE GETTING A COLD!

IF ONLY I COULD HEAD OUT WEST WHERE DOC OCK WAS LAST REPORTED! BUT I HAVEN'T MONEY FOR THE FARE, AND MY END TERM EXAMS ARE COMING UP SOON, AND AUNT MAY WOULD NEVER LET ME GO **ANYWAY!**

THE NEXT DAY...

OH WELL, MAYBE OCTOPUS WILL RETURN TO NEW YORK SOMEDAY, AND THEN--**SAY!** I WONDER WHAT THE KIDS ARE READING ABOUT?

HOW DO YOU LIKE **THIS?** THE DAILY BUGLE IS **STILL** WRITING EDITORIALS CALLING SPIDER-MAN A FAKE AND A COWARD!

THAT'S EASY FOR JAMESON TO SAY! I'D LIKE TO SEE **HIM** TACKLE DR. OCTOPUS!

I WONDER IF WE'LL EVER FIND OUT WHO SPIDER-MAN REALLY **IS?**

LOOK, THE BUGLE EVEN HAS A PICTURE OF A SPIDER, TRYING TO SHOW HOW DANGEROUS THEY ARE, AND CLAIMING THAT ***SPIDER-MAN*** MUST BE DANGEROUS, TOO!

HERE COMES BOOKWORM PARKER! LET'S SEE WHAT ***HE*** KNOWS ABOUT SPIDERS!

I'VE GOT TO BE CAREFUL NOT TO SAY ANYTHING THAT'LL MAKE THEM SUSPECT MY REAL IDENTITY!

I ***HATE*** SPIDERS! THEY'RE SUCH UGLY, ICKY-LOOKING THINGS! I'D RATHER NOT EVEN ***TALK*** ABOUT THEM!

KNOW WHAT I LIKE ABOUT YOU, PARKER? YOU'RE SUCH A RUGGED, FEARLESS HE-MAN!

C'MON, GANG! THERE'S THE BELL FOR CLASS!

SOMEONE TAKE PARKER'S ARM! HE MAY STEP ON AN ANTHILL AND FAINT DEAD AWAY!

GO AHEAD, ***LAUGH***, YOU BIRD-BRAINED CLOWN! SOMEDAY EVERYONE WILL REALIZE THAT IT'S ONLY THE PEOPLE WHO ARE INFERIOR ***THEMSELVES*** THAT KEEP PICKING ON OTHERS!

HOW ***ABOUT*** THAT? I'M BEGINNIN' TO SOUND LIKE A TEEN-AGE BILLY GRAHAM!

NOT LONG AFTERWARDS, BETTY BRANT RECEIVES A MYSTERIOUS PHONE CALL...

YES, THIS IS SHE! HELLO? WHO'S THERE?

HELLO? WHY DON'T YOU ANSWER--??

AND, AT THE OTHER END OF THE WIRE...

GOOD! NOW THAT I KNOW SHE IS BACK WORKING FOR THE DAILY BUGLE, I'LL BE ABLE TO USE ***HER*** AS BAIT TO CATCH SPIDER-MAN! HE RISKED HIS LIFE TO HELP HER ONCE BEFORE... SO WHY NOT AGAIN?*

*SPIDER-MAN#11 -EDITOR

HE HUNG UP! IT SOUNDED LIKE-- OH NO! THAT'S IMPOSSIBLE! IT ***CAN'T*** BE!

GET TO ***WORK***, MISS BRANT! I DON'T PAY YOU TO DAY-DREAM!

THEN, TOWARDS THE END OF THE DAY...

YOU AGAIN?? I THOUGHT I TOLD YOU TO STAY OUT UNLESS YOU HAD SOME NEWS PHOTOS FOR ME!

SORRY, MR. JAMESON! I JUST CAME BY TO CALL FOR BETTY!

BE WITH YOU IN A MINUTE, PETER... SOON AS I FINISH THIS LETTER!

BUT SUDDENLY, A MOCKING, MENACING FORM APPEARS AT THE WINDOW...

I WOULDN'T HOLD MY BREATH WAITING IF I WERE YOU, SONNY! I'VE GOT ***OTHER*** PLANS FOR HER!

DOCTOR OCTOPUS! HERE IN NEW YORK!!

THEN--IT ***WAS*** YOUR VOICE ON THE PHONE BEFORE!!

LIKE A POWERFUL OCTOPUS' TENTACLE, A LONG ARTIFICIAL ARM SNAKES OUT, AND...

DON'T BE ALARMED, YOUNG LADY! YOU WILL NOT BE HARMED!

NO--NO! DON'T --YOU CAN'T! HELP!

THEN, BEFORE PETER OR JONAH JAMESON CAN MAKE A MOVE...

AND, LEST EITHER OF YOU ARE FOOLISH ENOUGH TO TRY TO DO ANYTHING HEROIC, THIS WILL KEEP YOU FROM INTERFERING WITH ME!

DON'T JUST DANGLE THERE, PARKER! TELL HIM WHO I AM!

I CAN'T FIGHT BACK NOW--NOT IN FRONT OF BETTY AND JAMESON! IT WOULD GIVE MY IDENTITY AWAY! I'VE GOT TO BIDE MY TIME!

NOW LISTEN--NO ONE WILL BE HURT IF YOU DO AS I SAY! JAMESON, PUT A NOTE IN YOUR PAPER TELLING SPIDER-MAN TO CONTACT YOU! WHEN HE DOES, TELL HIM I HAVE THE GIRL PRISONER AT CONEY ISLAND! IF HE WANTS HER-- HE MUST COME FOR HER--ALONE!

YOU MAY SEND ONE PHOTOGRAPHER ALSO-- TO TAKE PICTURES OF THE DEFEAT I SHALL HAND SPIDER-MAN! THAT IS ALL!

I'LL SEND YOU, PARKER! IT'LL BE THE SCOOP OF THE CENTURY!

HOW CAN I GO AS SPIDER-MAN AND AS PETER PARKER???

REMEMBER-- SPIDER-MAN MUST SHOW UP IN ORDER TO SAVE THE GIRL! AND THE POLICE MUST NOT BE TOLD--OR ELSE!

BETTY-- DON'T BE AFRAID! SPIDER-MAN WILL SAVE YOU!

I'VE GOT TO PRINT AN EXTRA RIGHT AWAY--TELLING SPIDER-MAN TO CONTACT ME! I HOPE HE'LL SEE IT!

AND THEN, AS A SPECIAL, EXTRA EDITION OF THE BUGLE HITS THE NEWSSTANDS...

GET DOWN TO CONEY ISLAND, PARKER! WAIT FOR SPIDER-MAN TO SHOW UP! BRING PLENTY OF FILM! IF YOU BOTCH THIS ASSIGNMENT, I'LL HAVE YOUR *HIDE!*

DON'T WORRY-- *NOTHING* COULD KEEP ME AWAY!

STRANGE-- I FEEL KIND OF WOOSY-- MY HEAD IS WARM-- MAYBE I *AM* GETTING ILL, AS AUNT MAY SAID!

BUT, SHRUGGING OFF HIS OWN PROBLEM, PETER QUICKLY RUSHES TO AN ALLEY, WHERE HE CHANGES TO *SPIDER-MAN*, AND THEN...

MUST PRETEND I KNOW NOTHING ABOUT DOC OCK!

I SAW THE NOTICE IN YOUR PAPER, JAMESON! WHAT DO YOU WANT TO SEE ME ABOUT?

YOU!! TURN OFF THAT BLASTED BEAM! I'M NOT IMPRESSED WITH YOUR PHONY THEATRICS! BETTY BRANT HAS BEEN CAPTURED BY DR. OCTOPUS!

THEN, AFTER JAMESON HAS EXPLAINED...

NOW FOR CONEY ISLAND! HEY--I *MUST* BE SICK! I-- I'M NOT CLINGING TO THE WALL AS WELL AS USUAL!

MEANWHILE... EVEN THOUGH PARKER IS MY BEST FREE-LANCE PHOTOGRAPHER, I CAN'T TAKE ANY CHANCE OF HIM MUFFING THIS JOB! MAYBE *I'D* BETTER GET TO CONEY ISLAND *MYSELF!*

IT'S MID-WINTER, SO THE AMUSEMENTS WILL ALL BE SHUT DOWN FOR THE SEASON! I'LL MAKE SURE THAT DR. OCTOPUS DOESN'T SEE ME, BUT I'LL HAVE A CHANCE TO OBSERVE WHATEVER HAPPENS, FIRST HAND!

AND, ATOP THE HIGHEST ROLLER COASTER AT THE AMUSEMENT PARK...

SPIDER-MAN SHOULD HAVE SEEN THE PAPER BY NOW! THAT MEANS HE'LL BE ARRIVING AT ANY MOMENT-- FOR HIS *FINAL* BATTLE!

B-BUT WHAT IF HE DOESN'T SHOW UP?

THAT WILL BE TOO BAD, MY DEAR! FOR *YOU!* AND NOW, I'LL LOWER YOU TO THE GROUND, SO THE PHOTOGRAPHER CAN EASILY GET GOOD PICTURES OF MY VICTORY OVER THAT MASKED FOOL! THOSE PICTURES, FOR THE WORLD TO SEE, WILL BE SPIDER-MAN'S GREATEST HUMILIATION!

THE PHOTOGRAPHER ISN'T HERE YET! HE'D BETTER SHOW UP, OR HE'LL LIVE TO REGRET IT!

PERHAPS IF I KEEP PRYING AT THE KNOT WITH MY LONG FINGERNAILS, I CAN FREE MYSELF WHILE DR. OCTOPUS ISN'T LOOKING!

AND, ENTERING THE PARK AT THAT MOMENT...

CAN HARDLY STAND--MY FEET FEEL LIKE RUBBER! OF ALL THE TIMES FOR ME TO GET A VIRUS ATTACK...

BUT I *CAN'T* LET IT STOP ME! I'VE *GOT* TO SAVE BETTY--GOT TO FIND DR. OCTOPUS...

IF ONLY I DIDN'T FEEL SO *WEAK*! IF I COULD JUST LIE DOWN FOR--

WAIT! THERE HE *IS*! I'VE *GOT* TO GO THRU WITH IT NOW!

I *DID* IT! I'M *FREE*! NOW IF I CAN JUST REACH THE STREET IN TIME....!

SO! YOU THINK YOU CAN ESCAPE *ME*, DO YOU! *THIS* TIME I SHALL NOT BE SO FORGIVING!

HE'S REACHING FOR BETTY! IT'S NOW OR NEVER!

HOLD IT, OCTOPUS! *I'M* THE ONE YOU WANT--AND NOW I'VE *GOT* YOU!

TOO WEAK FOR A LONG BATTLE! I'VE GOT TO KNOCK HIM OUT WITH THE FIRST PUNCH! IT'S MY ONLY CHANCE!

OH--*NO*! I TRIED MY BEST, BUT MY SPIDER STRENGTH IS *GONE*! IT WAS JUST A WEAK, MEANINGLESS PUNCH --HE HARDLY *FELT* IT!

WHAT SORT OF *STUNT* IS THIS, SPIDER-MAN? I KNOW YOU CAN HIT HARDER THAN THAT! IF THIS IS SOME SORT OF TRICK, IT'LL DO YOU NO GOOD--YOU WON'T BE GIVEN A SECOND CHANCE!

UGH! NEVER *FELT* A PUNCH LIKE THAT BEFORE!! I'M REACTING LIKE ANY ORDINARY TEEN-AGER!!!

WHAT ARE YOU TRYING TO *DO*-- FRUSTRATE ME??? FIGHT BACK, DO YOU HEAR!! DON'T WATER DOWN MY VICTORY BY MAKING IT TOO EASY!

THIS IS *IMPOSSIBLE*!! YOU'RE LIKE A HUMAN PUNCHING BAG!! WHAT'S *HAPPENED* TO YOU??

MY HEAD'S REELING!! ANOTHER BLOW LIKE THAT AND I'LL BE *FINISHED*! I-I'M *HELPLESS*!

HE'S ALMOST UNCONSCIOUS!! I CAN'T *BELIEVE* IT!!

HE DOESN'T EVEN STRUGGLE AS I TRY TO REMOVE HIS MASK! THERE CAN ONLY BE *ONE* ANSWER...

MR. JAMESON-- *LOOK*! HE'S BEATEN SPIDER-MAN!

SO *QUICKLY*!! *HOW*? AND-- WHERE'S PARKER? HE SHOULD BE *PHOTOGRAPHING* THIS!

IT *IS* DR. OCTOPUS! GOOD THING YOU CALLED US, MISS!

I SHOULD HAVE *KNOWN*!! IT *ISN'T* SPIDER-MAN! IT'S THAT WEAKLING BRAT, PETER PARKER!

PETER!! HE DID IT FOR *ME*!! OH, HE MIGHT HAVE BEEN *KILLED*!

THE *FOOL*! I ORDERED HIM TO TAKE PICTURES OF OCTOPUS --NOT TRY TO BE A HERO!

YOU MEAN YOU *KNEW* OCTOPUS WAS HERE??

PD

BAH!! TAKE YOUR PUNY HERO! HE'S OF NO INTEREST TO ME! IT'S THE REAL SPIDER-MAN I'M AFTER!!

BEFORE ANYONE CAN RECOVER THEIR BALANCE, THE SUPER-AGILE DR. OCTOPUS DISAPPEARS INTO THE NIGHT...

I WAS SURE SPIDER-MAN WOULD SHOW UP! PERHAPS THE POLICE SCARED HIM OFF!

BUT I'LL FIND HIM SOONER OR LATER! I'LL NEVER REST TILL I'VE SMASHED HIM!

JAMESON, NEXT TIME YOU WITHHOLD INFORMATION FROM US, IT'LL GO HARD WITH YOU! IF YOU HAD TOLD US ABOUT THIS, WE WOULD HAVE SET A TRAP FOR OCTOPUS AND CAUGHT HIM BY NOW!

BUT YOU THOUGHT MORE OF AN EXCLUSIVE STORY THAN ANYTHING ELSE!

OH, PETER-- PETER! YOU DEAR, FOOLISH, WONDERFUL BOY!! WHY DID YOU DO IT?? IF ANYTHING HAD HAPPENED TO YOU--!!

I BETTER NOT YELL AT PARKER NOW, IN FRONT OF THE POLICE! THEY'RE ANGRY ENOUGH AT ME NOW! THIS SURE WAS ONE BIG FLOP!!

HE'LL BE ALRIGHT, MISS! WE'LL SEE THAT HE GETS HOME SAFELY! HE'S A PRETTY BRAVE KID, IMPERSONATING SPIDER-MAN AND TACKLING DR. OCTOPUS LIKE THAT!

HOURS LATER, AT HOME...

POOR BOY! A NICE POLICEMAN BROUGHT HIM HOME! HE SAID HE HAD FAINTED IN THE STREET! I KNEW HE WAS COMING DOWN WITH SOMETHING!

NOTHING TO WORRY ABOUT, MRS. PARKER! IT'S JUST THE TWENTY-FOUR HOUR VIRUS! IT MAKES ONE WEAK AS A KITTEN FOR A DAY, BUT THEN IT PASSES! HE'LL BE FINE IN THE MORNING!

AS PETER SLEEPS, HIS REST IS BROKEN BY A TROUBLED DREAM...

WHAT ARE YOU? SOME KINDA NUT OR SOMETHING?? YOU SHOULD HAVE YOUR HEAD EXAMINED FOR APPEARING AS SPIDER-MAN WHEN YOU WERE SO WEAK! YOU KNOW THAT VIRUSES ARE THE ONE THING EVEN YOUR SPIDER STRENGTH CAN'T RESIST!

BUT-- I WAS SO WORRIED-- ABOUT BETTY-- SO WORRIED--

THEN, COMES THE NEXT MORNING-- MORE THAN TWENTY-FOUR HOURS AFTER THE VIRUS HAS STRUCK...

WHOOPEE! I FEEL LIKE A ZILLION BUCKS AGAIN!

I'VE GOT THE OL' SPIDER STRENGTH BACK! THE OL' ZINGAROOO!

UH OH!! MY **SPIDER-MAN** OUTFIT!! THE POLICE MUST HAVE SENT IT TO AUNT MAY! SHE MUST HAVE **SEEN** IT! I'LL HAVE TO MOVE FAST!

PETER! DID I HEAR YOU MOVING AROUND UP THERE?? I'M COMING UP! I WANT TO **SPEAK** TO YOU!

I RECEIVED A STRANGE COSTUME FROM THE POLICE THIS MORNING--AND I HEARD WHAT **REALLY** HAPPENED TO YOU LAST NIGHT! HOW COULD YOU **POSSIBLY** TAKE SUCH A CHANCE, IMPERSONATING THAT **DREADFUL** SPIDER-MAN!!

LOOK, AUNT MAY, I'M SORRY! I'LL NEVER DO IT AGAIN! HERE, I'M GONNA TAKE THAT SILLY COSTUME OUT AND **BURN** IT!

HOPE SHE DOESN'T SUSPECT I'VE STUFFED THIS BUNDLE WITH **RAGS!** I'M **WEARING** MY COSTUME UNDER MY SUIT!

LATER, AT SCHOOL...

HEY, LOOK! HERE COMES THE BIG "HERO"!! FEARLESS PARKER, IN THE FLESH!!

I **KNEW** IT! FLASH'LL NEVER LET ME LIVE IT DOWN!

PETER, WE ALL HEARD ABOUT LAST NIGHT!! WHY DID YOU EVER TRY TO IMPERSONATE **SPIDER-MAN??**

IF YOU DON'T MIND, LIZ--I'D RATHER NOT TALK ABOUT IT!

BUT I THINK IT WAS THE MOST **WONDERFUL** THING I'VE EVER HEARD OF!

AW, QUIT **KIDDIN'**, LIZ! EVERYONE **KNOWS** PARKER NEVER EXPECTED TO REALLY BUMP INTO OCTOPUS! HE WAS JUST TRYIN' TO SHOW OFF--FOR KICKS!

LET ME TELL **YOU** SOMETHING, FLASH THOMPSON! AS FAR AS **I'M** CONCERNED, PETER PARKER PROVED HE HAS ENOUGH COURAGE TO MATCH HIS **BRAINS!** AND AS FOR **YOU,** MY DEAR **EX**-BOY FRIEND, YOU'VE GOT **NEITHER!!**

HOLY SMOKE! WHAT CHANGED LIZ ALLEN?? SHE NEVER EVEN KNEW I WAS **ALIVE!!**

GOSH, LIZ!! WHAT'RE YOU MAD AT **ME** FOR??

MEANWHILE, AN ANGRY DR. OCTOPUS RIPS THE NEWSPAPERS TO SHREDS IN A FIT OF SAVAGE FURY...

THEY'RE MAKING A LAUGHING STOCK OF ME!! SAYING THAT I WAS FOOLED BY A **TEEN-AGER!**

WELL, THEY'LL ALL BE LAUGHING OUT OF THE OTHER SIDES OF THEIR MOUTHS BEFORE **I'M** THRU WITH THEM!

SPIDER-MAN WILL BE ABLE TO HIDE FROM ME NO LONGER! I'LL *MAKE* HIM COME TO ME -- IF IT'S THE LAST THING I *DO!*

I'M THRU WITH HIDING OUT!! I FEAR *NOBODY!* I'M THE MOST POWERFUL ONE IN THE CITY!

I'LL LEAVE MY BASEMENT HIDEOUT AND MAKE SURE THAT NEW YORK NEVER FORGETS THIS DAY -- NEVER FORGETS THE POWER OF *DR. OCTOPUS!!*

NO PARI-ING

LATER, AT THE OUTSKIRTS OF THE ZOO...

RUN!! THE WILD BEASTS ARE LOOSE!!! *DR. OCTOPUS* SET THEM ALL FREE!!

HELP!! SOMEBODY HELP!!

WITHIN SECONDS, THE POLICE ARE ON THE SCENE, WORKING VALIANTLY TO TRAP THE RAMPAGING BEASTS BEFORE ANYONE CAN BE INJURED!!

CAREFUL, JOE! THIS BABY'S A *KILLER!!*

WE CAN'T *AFFORD* TO BE CAREFUL, BILL! TOO MANY LIVES MAY BE AT STAKE!!

MEANWHILE, A SHORT DISTANCE AWAY...

THIS IS *NUTS!* LIZ WOULDN'T GIVE ME A TUMBLE BEFORE -- BUT NOW SHE'S FOLLOWIN' ME AROUND LIKE A LOVESICK CALF!

PETER, WAIT FOR ME! I'LL WALK HOME WITH YOU! I WANT TO ASK YOU SOME-THING...

LIZ -- WAIT! I THOUGHT WE WERE GOIN' *BOWLING* THIS AFTERNOON! LIZ --!!

THEN, QUICKLY ROUNDING A CORNER, THE AMAZING TEEN-AGER MOVES LIKE A STREAK...

NO ONE'S LOOKING! NOW'S MY CHANCE!

PETE'S GONE! I *LOST* HIM!

FLASH THOMPSON! I'LL THANK YOU TO STOP *FOLLOWING* ME!

BUT, LIZ, YOU CAN'T BE SERIOUS ABOUT PUNY PARKER!! *HE'S* NOT YOUR TYPE! YOU USED TO SAY SO *YOURSELF!*

WELL, PERHAPS I'VE GROWN MATURE ENOUGH TO REALIZE A BOY NEEDS *MORE* THAN A FOOTBALL LETTER TO REALLY BE A *MAN!*

SAY-- WHAT'S ALL THAT *SHOUTING* UP AHEAD! I'D BETTER HAVE A *LOOK!*

WOW! THAT LION MUST HAVE ESCAPED FROM THE ZOO! IT'S ABOUT TO ATTACK THAT CROWD OF PEOPLE!!

A LION!! HELP!

RUN! HE'S GOING TO *LEAP* AT US!!

I'VE NEVER FOUGHT ANYTHING LIKE *THIS* BEFORE-- BUT THERE'S ALWAYS A *FIRST* TIME!!

HERE COME THE POLICE--WITH A NET!

HE'S ALL *YOURS,* FELLAS!

QUICK! GET THE NET AROUND HIM!!

MUCH OBLIGED, SPIDER-MAN! WE'VE HAD OUR HANDS FULL WITH THESE ESCAPED BEASTS!

ESCAPED BEASTS?? THAT MEANS THERE'S *MORE!!* UH OH!! HERE'S ANOTHER ONE *NOW!*

SECONDS LATER...

THERE, BIG FELLA!! THAT WEBBING AROUND YOUR JAWS AND YOUR CLAWS WILL KEEP YOU HARMLESS TILL THE POLICE PUT YOU BACK WHERE YOU BELONG!

WOW! THE PLACE IS *FILLED* WITH 'EM! THERE'S A *GORILLA* PERCHED ON A LEDGE ABOVE ME! BE RIGHT *WITH* YOU, FUZZY!!

WHOOP!! I DIDN'T EXPECT HIM TO DROP DOWN TO MEET ME!! LOSIN' MY BALANCE-- FALLING--!!

IF I'M EVER ELECTED PRESIDENT, I'M GONNA DECLARE A *NATIONAL BE KIND TO FLAG-POLES WEEK!!*

SAY, LITTLE FRIEND-- YOU'VE GOT THIS BACKWARDS!! *I'M* THE ONE WHO'S SUPPOSED TO BE CHASING *YOU!!*

WELL, I SURE CAN'T GO *BACK* ANY FURTHER, SO I'LL TRY A LITTLE FORWARD FLIP! DIDN'T *EXPECT* THAT, DID YOU??

HE'S **FALLING!** HOPE MY WEB CAN HOLD HIM LONG ENOUGH FOR THE POLICE TO GET A **NET** UNDER HIM!

AHH! HERE THEY COME NOW!

WELL, THAT'S THE **LAST** OF THEM!

BOY! THAT **SPIDER-MAN** IS A POOR MAN'S FRANK BUCK!

NOW THAT THE **ANIMALS** ARE ALL ACCOUNTED FOR, WE'VE STILL GOT **DR. OCTOPUS** TO WORRY ABOUT!

AND, SPEAKING OF DR. OCTOPUS...

HE'S OVER-TURNING THOSE CARS AS THOUGH THEY WERE MADE OF BALSA WOOD!!

I WON'T STOP UNTIL I FIND **SPIDER-MAN!!** DO YOU HEAR?? BRING ME **SPIDER-MAN!!**

BACK! EVERYBODY BACK! NO NEED FOR ALARM!! **WE'LL** HANDLE THIS!! CLEAR THE STREETS!!

SPIDER-MAN BETTER SHOW UP SOON! I CAN'T STAY AHEAD OF THE POLICE **FOREVER!! THIS'LL** SHOW THE CITY THAT I'M NOT FOOLING!!

LEEDS

BUT SUDDENLY, A DECEPTIVELY STRONG **WEB** STREAKS OUT TOWARDS THE FALLING SIGN, AND...

THAT'LL HOLD IT TILL THE REPAIR CREW CAN ARRIVE!

OCTOPUS INC

LOOK! IT'S **SPIDER-MAN!** **NOW** WE'LL SEE SOME-THING!!

WATCHING FROM A WINDOW AT THE *DAILY BUGLE* BUILDING, WE FIND --

WELL, WELL!! SO SPIDER-MAN FINALLY CAME OUT OF HIDING AT LAST!! UNLESS IT'S THAT IDIOTIC PETER PARKER AGAIN,!!

DON'T *SAY* THAT, MR. JAMESON! IT *MUSTN'T* BE PETER--IT JUST *MUSTN'T*!!

BUT JAMESON AND BETTY BRANT ARE *BOTH* RIGHT! IT *IS* THE REAL SPIDER-MAN... AND IT'S *ALSO* PETER PARKER-- ALTHOUGH *THIS* TIME NOBODY SUSPECTS THE TRUTH!!

ALL RIGHT, OCTOPUS!! YOU'VE BEEN *ASKING* FOR ANOTHER TANGLE WITH ME-- AND NOW YOU'RE GONNA *GET* IT!

SPIDER-MAN!! AT LAST!!

THIS TIME, YOU WEB-SHOOTING FREAK, I'LL SHOW YOU NO MERCY!!

WHAT DO YOU MEAN *THIS TIME??* A FLORENCE NIGHTINGALE YOU'VE *NEVER* BEEN!

AND, A FEW STORIES BELOW--

BLAST HIM! THAT'S THE *REAL* SPIDER-MAN, ALL RIGHT!! PARKER WOULD NEVER HAVE HAD THE *NERVE* TO SOAK ME THAT WAY!

OHH, MISTER JAMESON!! DR. OCTOPUS IS SO MUCH BIGGER --SO MUCH MORE VICIOUS! WHAT CHANCE WILL SPIDER-MAN HAVE??

AND SPIDER-MAN *TOO* ASKS HIMSELF THAT QUESTION...

THOSE BLAMED *ARMS* OF HIS MAKE HIM STRONGER THAN I! HOW AM I GONNA FIGURE OUT A WAY TO DEFEAT HIM ONCE AND FOR ALL??

WELL, *ONE* THING'S FOR SURE--I'D BETTER COME UP WITH AN *ANSWER* PRETTY DARN FAST!

I'VE *GOT* YOU NOW! YOU'VE NO PLACE TO RUN!!

I CAN AFFORD TO TAKE MY TIME--TO RELISH THIS MOMENT --YOU'RE COMPLETELY TRAPPED!

THINK SO?? THEN JUST WATCH *THIS*--

GERONNNNNNIMO!!

HE HURLED HIMSELF INTO SPACE-- TYING HIS ACCURSED WEB TO THE CHIMNEY TOP!!!

NOW I'LL JUST SPIN AROUND, TYING YOU TO THE CHIMNEY!

NOT **BAD** FOR A LITTLE TRAPPED SPIDER-MAN, EH??

BUT, USING HIS INDESCRIBABLY POWERFUL ARMS, DR. OCTOPUS PUSHES HIMSELF FROM THE SMOKE STACK BEFORE THE WEB CAN BE COMPLETELY TIGHTENED AROUND HIM...

APPARANTLY I HAVE ***UNDERESTIMATED*** MY FAST-MOVING FOE...

BUT I SHALL NOT BE GUILTY OF THAT MISTAKE A ***SECOND*** TIME!! THERE--BY LEANING TOWARDS THE CHIMNEY AGAIN, I MAKE THE SLACK PIECES OF WEBBING FALL AWAY...

AND SO THE FANTASTIC CHASE BEGINS AGAIN...

SOONER OR LATER I'LL CATCH YOU! YOU CAN'T ESCAPE ME FOREVER!

THOUGH YOU ARE MORE AGILE, I CAN COVER MORE GROUND WITH LESS EFFORT--AND I'M VIRTUALLY TIRELESS!!

GUESS YOU'RE RIGHT, OCK! IF ALL YOUR ***BOASTING*** DOESN'T TIRE YOU OUT, I GUESS ***NOTHING*** WILL!

AND NOW, I'LL PROVE TO YOU THAT I CAN DO **MORE** THAN UTTER IDLE BOASTS!

TAKEN UNAWARES BY DR. OCTOPUS' SUDDEN MOVE, SPIDER-MAN ATTEMPTS TO HURL HIMSELF BACKWARDS OUT OF HARM'S WAY, BUT RECEIVES A SHARP BLOW AS HE DOES SO!

THIS IS ONLY THE **BEGINNING**, SPIDER-MAN! FROM NOW ON, I'LL BE ON TOP OF YOU AT EVERY TURN!

MY ONLY CHANCE IS TO AVOID HIS ARMS! IF HE GRABS ME, I'M COOKED!! WELL, NO PLACE TO GO BUT **DOWN!**

IT'S A LONG CHANCE, BUT MAYBE I CAN GET OUT OF HIS REACH IN THIS AIR SHAFT!

THEN I'LL FIGURE OUT A NEW PLAN OF ATTACK AND TAKE THE OFFENSIVE!

I'LL LOWER MYSELF BY MY WEB-- AND HOPE HE DIDN'T SEE ME!!

IT'S NO GOOD! HE **KNOWS** I'M HERE! BUT **WAIT**-- THIS IS MY CHANCE TO **ATTACK**-- NOW, WHEN HE THINKS I'M TRAPPED!!!

I'VE GOT MY WEBS STRETCHED TO EXACTLY THE RIGHT TENSION! NOW, ALL I NEED DO IS GIVE 'EM A SHARP TUG, AND...

GANGWAY, DOC OCK!!!!

WHAT THE-- ???!

HAH! I THOUGHT I'D CATCH YOU OFF-GUARD!! WELL, BUDDY BOY, YOU'RE NOT FIGHTING A WEAK IMITATION OF SPIDER-MAN NOW... THIS TIME YOU'RE FACIN' THE REAL THING!

THOSE WAVING ARMS OF YOURS WON'T DO YOU MUCH GOOD IF I CAN KEEP YOU OFF-BALANCE, LIKE THIS! AND THAT'S JUST WHAT I AIM TO DO!

AND Y'KNOW SOMETHING?? THERE'S STILL NO SUBSTITUTE FOR A GOOD OLD-FASHIONED PUNCH IN THE JAW--NOW IS THERE??

WHAP!

DON'T JUST LIE THERE-- ANSWER ME!!

YOU FOOL!! YOU'VE ONLY GOT TWO ARMS TO PUNCH WITH--BUT I'VE GOT SIX!! YOU'RE LICKED BEFORE YOU START!

YOU'D LIKE TO THINK SO, WOULDN'T YOU??

THIS IS NO GOOD! I MUSTN'T LET HIS ARMS KEEP ME AT BAY! MUSTN'T SLOW UP, OR I'LL LOSE THE ADVANTAGE!

THE ONLY THING TO DO IS DIVE RIGHT THRU HIS ARMS--REAL *FAST!!*

GOOD TRY, YOU IN-EFFECTUAL UPSTART--BUT NOT GOOD *ENOUGH!*

I DON'T *HAVE* TO MOVE AS QUICKLY AS YOU DO!! WITH SIX ARMS AT MY DISPOSAL, I CAN AFORD TO TAKE MY TIME--I *ALWAYS* GET WHAT I REACH FOR!!

LOOK!! DR. OCTOPUS IS TRYING TO PUSH SPIDER-MAN OFF THE EDGE OF THAT ROOF!!!

HE'S *DOING* IT!! SPIDER-MAN IS TOPPLING--*WAIT*--HE'S HOLDING ONTO OCTOPUS! THEY'RE *BOTH* FALLING!!!

I WAS WILLING TO GO OVER THE SIDE WITH YOU BECAUSE I SAW THIS SCAFFOLD BELOW US!! AND, WITH MY SHARPER REFLEXES--

REFLEXES, *BAH!!* WHAT GOOD WILL THEY DO *NOW??* THE SCAFFOLD CABLE JUST *SNAPPED!*

IN ONE BREATH-TAKING, DIZZY SWING, THE SWAYING SCAFFOLD HURLS BOTH COMBATANTS THRU A SKYLIGHT BELOW...

CRASH!

...WHERE THEY LAND IN THE MIDST OF A DESERTED SCULPTOR'S STUDIO,!!

WE KNOCKED OVER THE SCULPTOR'S *CLEANING FLUID!!* IT'S STARTING A *FIRE!!*

THAT WILL BE THE *LEAST* OF YOUR WORRIES,! AT LAST I'VE GOT YOU IN A PLACE WHERE YOU CAN'T OUT-MANEUVER ME!

OCTOPUS, YOU'RE A *FOOL!* WE'LL BOTH BE *TRAPPED* IN HERE!

THIS BUILDING IS *DESERTED!* IT'S JUST YOU AND ME NOW! ONLY *ONE* OF US WILL SURVIVE!

ARE YOU SO FILLED WITH HATE THAT YOU'RE WILLING TO *DIE* RATHER THAN STOP OUR BATTLE?? *I* CAN ESCAPE THRU ANY WINDOW, BUT YOU'LL BE TRAPPED BY SOME FALLING SCULPTURE!!

YOU WON'T TALK YOUR WAY OUT OF THIS!! I'M FINISHING YOU OFF NOW!!

AND THEN, SUDDENLY, UNEXPECTEDLY, SPIDER-MAN'S FATEFUL PREDICTION COMES *TRUE!*

THAT HEAVY STONE STATUE FELL ON OCTOPUS!! HE CAN'T LIFT HIMSELF!!

WHA-WHAT *HAPPENED??* I CAN'T GET THIS *OFF* ME!! I'M *TRAPPED!!*

HANG ON, SMART GUY! I'LL GET YOU OUT!

HEY!! THE FLOOR-- IT'S GIVING WAY BENEATH ALL THAT WEIGHT!! IT'S *COLLAPSING!!*

HELP!!

CAN'T GET TO HIM!! THE FLAME'S LEAPING TOO HIGH!! TOO HOT --CAN'T GET THRU!!

WHAT'S THE *MATTER* WITH ME! I'VE BEEN SO WORRIED ABOUT DOC OCK, I FORGOT ABOUT *MYSELF!!* THIS IS NO BED OF ROSES FOR *ME,* EITHER! HOW DO I GET *OUT* OF HERE??

MY ONLY CHANCE IS TO USE MY WEB! I'LL MAKE A FIRE SHIELD OUT OF--OH NO!! I'M OUT OF FLUID!!!

I'VE GOT SPARE CARTRIDGES IN MY BELT--IF ONLY I CAN USE THEM IN TIME!!

THE FLAME'S GETTING CLOSER--HAVE TO MOVE FASTER--GOOD THING I'VE PRACTICED THIS SO OFTEN--COULD DO IT IN MY SLEEP!!

THERE!! IT'S ALL LOADED!! NOW TO PRESS THE RELEASE BUTTON, AND KEEP MY FINGERS CROSSED!!!

HERE GOES!!

USING HIS AMAZING SPIDER-WEB LIKE A VIRTUOSO, PLAYING OUT JUST THE RIGHT AMOUNT OF FLUID AT JUST THE RIGHT SPLIT-SECOND, SPIDER-MAN MANAGES TO CREATE A FLAME-PROOF UMBRELLA FOR HIS HEAD, PLUS SOME SECTIONS OF WEBBING TO USE AS STEPPING STONES FOR HIS RACING FEET!!

IT'S WORKING! NOW, IF I CAN JUST REACH THE WINDOW--!!

MADE IT!! I'LL CLING TO THE WALL OF THIS BUILDING NEXT DOOR AND SWING TO SAFETY FROM HERE!

THERE ARE THE FIRE ENGINES BELOW!! WONDER IF THEY CAN GET TO DOC OCK IN TIME???

REACHING THE STREET, SPIDER-MAN DUCKS INTO A NEARBY DOORWAY, EMERGING SECONDS LATER AS OUR TEEN-AGE FRIEND, PETER PARKER!

LOOK! IT'S PETER! I'VE BEEN *LOOK-ING* FOR YOU!! YOU MISSED ALL THE EXCITEMENT!

GET LOST, PARKER! DOC. OCTOPUS IS STILL AT LARGE! YOU MIGHT *SEE* HIM AND FAINT DEAD AWAY FROM FRIGHT!

WHY DON'T YOU SLITHER BACK TO THE ROCK YOU CRAWLED OUT FROM UNDER, FLASH!

HEY! THERE'S *DOCTOR OCTOPUS!!* HE LOOKS HALF DEAD!

HE'S ALL *YOURS*, PAL! *WE* DON'T WANT HIM!

WELL, *WE* DO! WE'VE BEEN *ITCHIN'* TO GET OUR HANDS ON THIS CHARACTER!

ALL RIGHT, MISTER, KEEP MOVING! WE'VE GOT A NICE COZY *CELL* FOR YOU TO RECUPERATE IN!

SPIDER-MAN DIDN'T BEAT ME! IT WAS THE *FIRE!* IF NOT FOR THE FIRE, EVERYTHING WOULD HAVE BEEN DIFFERENT!!

SURE, SURE! EVERY TIME YOU'VE MET SPIDER-MAN, HE'S STOPPED YOU *COLD!* BUT NEXT TIME'LL BE *DIFFERENT*-- WE KNOW!!

NOW THEN, PETER, WHAT I *WANTED* TO ASK YOU WAS-- I'M HAVING A *PARTY* TONIGHT, AND...

SORRY, LIZ! NO CAN DO! I'VE GOT A DATE WITH A CERTAIN LITTLE BRUNETTE TONIGHT, EVEN THOUGH SHE MAY NOT KNOW IT YET!

I'M SURE *FLASH* WILL BE HAPPY TO GO INSTEAD OF ME! ALTHOUGH I KNOW HOW BORING IT MUST BE TO HAVE TO USE ALL THOSE ONE-SYLLABLE WORDS WHEN YOU *TALK* TO HIM! ANYWAY, YOU *DESERVE* EACH OTHER!

WHY, THAT CRUMMY--!!

DON'T SAY IT, FLASH! WE *RATED* THAT, AFTER THE WAY WE'VE ALWAYS TREATED PETER!

AND, LATER THAT NIGHT...

LUCKILY, I HAD THE AUTOMATIC SHUTTER OF MY CAMERA WORKING DURING MY FIGHT WITH DOC OCK, SO OL' TIGHTWAD JAMESON PAID ME A BUNDLE FOR THE PIX! YES SIREE, THINGS ARE SURE LOOKING UP FOR MY FAVORITE COUPLE OF GUYS--NAMELY *ME!*

FOOLED YOU, EH? SEE, WE DON'T *ALWAYS* HAVE UNHAPPY END-INGS! LIKE ANYONE ELSE, OUR WEB-SPINNIN' HERO HAS HIS UPS AND DOWNS! BUT, IF HE THINKS THINGS ARE GOING TO *STAY* ROSY, IT'S A GOOD THING HE DOESN'T SUSPECT WHAT'S IN STORE FOR HIM NEXT ISH! SEE YOU THEN!

THE END

MARVEL COMICS GROUP 12¢

the AMAZING SPIDER-MAN

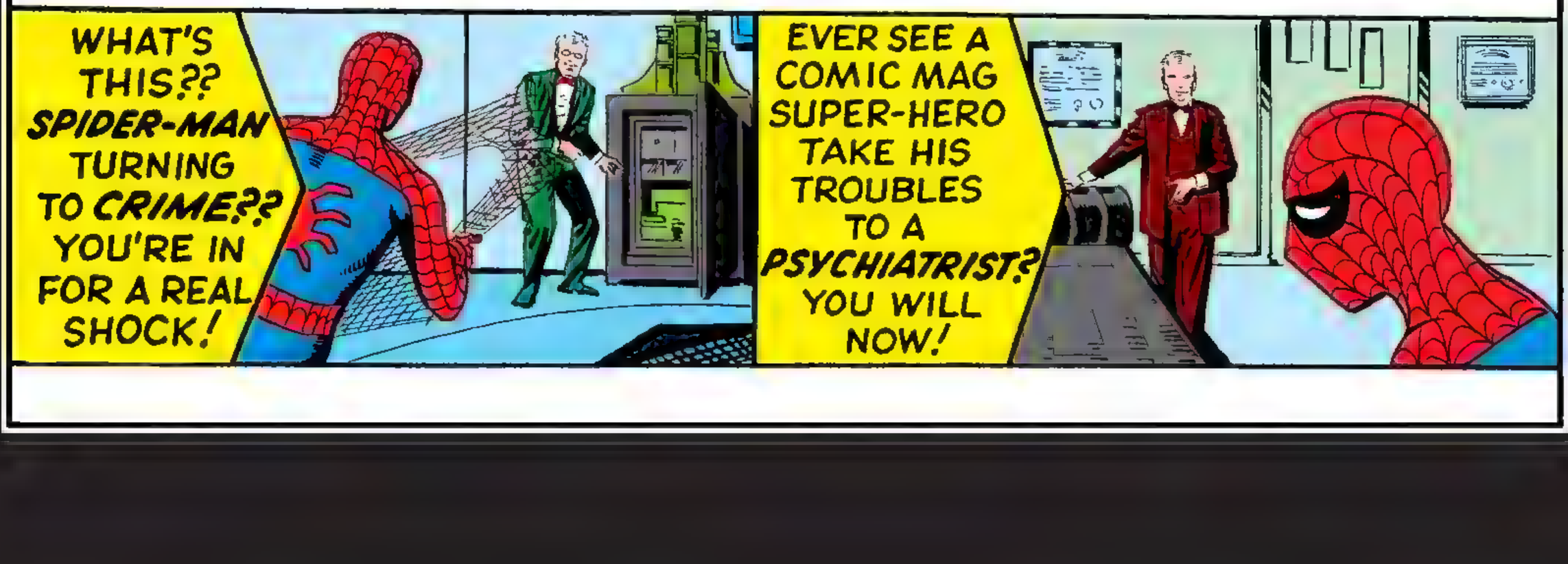
IND. APPROVED BY THE COMICS CODE AUTHORITY

13 JUNE

WE'VE *DONE* IT! WE'VE CREATED THE GREATEST VILLAIN OF ALL FOR OL' SPIDEY!

"MYSTERIO!"

WHO, OR *WHAT* IS HE?


WHAT'S THIS?? *SPIDER-MAN* TURNING TO *CRIME*?? YOU'RE IN FOR A REAL SHOCK!
EVER SEE A COMIC MAG SUPER-HERO TAKE HIS TROUBLES TO A *PSYCHIATRIST*? YOU WILL NOW!

SPIDER-MAN

"THE MENACE OF... MYSTERIO!"

CAN WE BELIEVE OUR EYES? HAS THE AMAZING SPIDER-MAN TURNED TO CRIME?

THE EDITORS SINCERELY FEEL THAT THIS MAY WELL BE ONE OF THE MOST GRIPPING TALES OF THE YEAR!

PRESENTED WITH PRIDE BY ONE OF THE MOST FAMOUS TEAMS IN COMICS:

STAN LEE, *AUTHOR*
STEVE DITKO, *ARTIST*
LETTERED BY: ART SIMEK

BEFORE VERY LONG, YOU ARE ABOUT TO MEET A STARTINGLY DIFFERENT BREED OF ARCH-VILLAIN! EXPECT THE UNEXPECTED WHEN YOU SEE...

"MYSTERIO!"

OUR TALE BEGINS WITH THE SHOCKING SUDDENNESS OF A SUMMER STORM, AS WE SEE...

HELP! POLICE! I'VE BEEN ROBBED!

THERE HE GOES! HE'S GETTING AWAY!

DID YOU RECOGNIZE HIM??

OF COURSE! IT WAS SPIDER-MAN!

NOBODY ELSE CAN LEAP OR CLIMB SHEER WALLS LIKE THAT!

WATCHMEN! ON THE ROOF! WELL, THIS WILL TAKE CARE OF THEM!

LOOK OUT--HE'S TANGLING US UP IN THAT WEB OF HIS!

HURRY--WE'VE GOT TO CUT OURSELVES FREE!

TOO LATE! HE'S GETTING AWAY!

SECONDS LATER, HIDDEN BY A SLOW, ROLLING FOG WHICH SPREADS OVER THE CITY, BLOTTING OUT THE MOONLIGHT, THE COLORFUL FIGURE DRIFTS SILENTLY TO THE GROUND, USING A HASTILY-IMPROVISED PARACHUTE MADE OF THIN, STRONG WEBBING!

THEN, AFTER THE WATCHMEN HAVE FREED THEMSELVES...

HE GOT AWAY, BUT AT LEAST WE KNOW WHO IT WAS! IT WAS SPIDER-MAN!

WE'LL GET HIM SOONER OR LATER! BUT I NEVER THOUGHT HE'D REALLY TURN TO CRIME!

THE NEXT DAY, SCENES LIKE THIS TAKE PLACE ALL OVER THE NATION...

READ ALL ABOUT IT! SPIDER-MAN WANTED BY POLICE!

IT'S UNBELIEVABLE! WHY WOULD HE DO IT?

HE PROBABLY DECIDED TO CASH IN ON ALL HIS SUPER POWERS-- THE CRUMMY CROOK!

MY CHILDREN HAD ALWAYS ADMIRED HIM! THIS WILL BE SUCH A SHOCK TO THEM!

IT'S A GREAT SHOCK TO ALL OF US!

HE MUST BE NUTS IF HE THINKS HE CAN GET AWAY WITH A ONE-MAN CRIME WAVE, NO MATTER HOW POWERFUL HE IS!

THE POLICE WILL SURE HAVE A TOUGH JOB GETTING HIM! BUT THEY'LL DO IT, SOONER OR LATER!

DAILY BUGLE

AND, IN THE OFFICE OF J. JONAH JAMESON, PUBLISHER OF NOW MAGAZINE AND THE DAILY BUGLE...

FIND ALL THE OLD EDITORIALS I WROTE, ACCUSING SPIDER-MAN OF BEING A MENACE! I WANT TO REPRINT THEM NOW, SO PEOPLE CAN SEE HOW RIGHT I WAS!

I CAN'T BELIEVE THIS OF SPIDER-MAN! I STILL REMEMBER HOW HE ONCE SAVED MY LIFE....!*

*SPIDER-MAN #11 - EDITOR.

AND, IN THE SCHOOL YARD OF MIDTOWN HIGH...

SPIDER-MAN SURE HAD ALL OF US FOOLED!

WHEN I THINK HOW WE MADE A HERO OF HIM--WHAT FOOLS WE WERE!

GEE, I DON'T KNOW, LIZ! WE CAN'T BE POSITIVE! HE MAY STILL BE INNOCENT!

KNOCK IT OFF, FLASH! HE'S GUILTY AND YOU KNOW IT!

AND NOW, THE MOMENT WE'VE BEEN WAITING FOR! LET'S VISIT SPIDER-MAN HIMSELF-- IN HIS EVERYDAY IDENTITY AS PETER PARKER, TEEN-AGE STUDENT...

THIS IS IMPOSSIBLE! IT'S INSANE! I KNOW I DIDN'T COMMIT THAT CRIME! AND YET-- THOSE WITNESSES! THAT EVIDENCE!

IT COULDN'T HAVE BEEN AN IMPOSTER! NOBODY ELSE CAN SHOOT A WEB AS I DO-- OR CLIMB SHEER WALLS THE WAY I CAN WITH MY SPIDER POWER!!

THERE'S ONLY ONE OTHER ANSWER-- BUT IT'S TOO AWFUL TO THINK ABOUT--

AM I BECOMING A SPLIT-PERSONALITY?! LIKE DR. JEKYLL AND MR. HYDE?? PERHAPS-- PERHAPS I DID IT IN MY SLEEP-- WITHOUT KNOWING?!!

MINUTES LATER, IN THE KITCHEN...

GOSH! SORRY, AUNT MAY--THAT'S THE SECOND DISH I'VE DROPPED TODAY!

PETER DEAR, YOU DON'T SEEM TO BE YOURSELF! IS ANYTHING WRONG?

YOU'RE NOT WORRIED BECAUSE OUR SAVINGS ACCOUNT IS ALMOST GONE, AND IT'S GETTING HARDER TO PAY THE MORTGAGE EACH MONTH, ARE YOU? WE'LL MAKE OUT SOMEHOW, DEAR!

I KNOW, AUNT MAY! MAYBE I'VE BEEN STUDYING TOO HARD! I'LL JUST TRY TO GET SOME SLEEP!

AND, AS PETER GOES UP TO HIS ROOM...

THE POOR DEAR! I WORRY ABOUT HIM SO! HE'S NOT AS ROUGH AND THICK-SKINNED AS MOST OTHER BOYS! HE'S SENSITIVE--AND HE WORRIES MORE THAN HE'LL ADMIT!

AUNT MAY IS CORRECT! PETER PARKER *IS* WORRIED--ABOUT SOMETHING SHE'D NEVER SUSPECT!

I NEVER THOUGHT THIS WOULD HAPPEN TO ME! I-I'M AFRAID TO SHUT MY EYES--TO GO TO SLEEP!

BUT, EVENTUALLY, SLEEP *DOES* COME TO PETER PARKER, AND --THE NEXT MORNING, WHEN HE AWAKES...

BULLETIN! SPIDER-MAN HAS STRUCK *AGAIN* DURING THE NIGHT!

OH NO!!

WHAT'S *HAPPENING* TO ME??! AM I LOSING MY *MIND*?? MAYBE I'M GOING *MAD*-- DOING THINGS I CAN'T REMEMBER THE NEXT MORNING?!!

THERE'S ONLY ONE THING TO DO--ONLY ONE WAY TO FIND OUT--

AND SO, A SHORT TIME LATER, IN THE OFFICE OF A NEARBY PSYCHIATRIST...

DON'T BE ALARMED, DOC! I JUST WANT TO KNOW *ONE* THING! CAN A PERSON DO SOMETHING IN HIS SLEEP THAT HE'D NEVER DO AWAKE?

SPIDER-MAN! IF I CAN MAKE A PATIENT OUT OF *HIM*, I'LL MAKE MEDICAL *HISTORY!* IMAGINE, A MYSTERIOUS SUPER-HERO WHO'S A MENTAL CASE!

I THINK I CAN HELP YOU! JUST COME DOWN FROM THAT WALL AND LIE DOWN ON THE COUCH! I'LL TRY TO PROBE INTO YOUR SUB-CONSCIOUS! DON'T BE NERVOUS!

OKAY, DOC-- BUT NO TRICKS, HEAR?

JUST MAKE YOURSELF COMFORTABLE HERE! RELAX--AND THEN TELL ME ANYTHING THAT COMES INTO YOUR HEAD!

I APPRECIATE THIS, DOCTOR! IF YOU CAN HELP ME, I--

OH **NO!** WHAT A **MISTAKE** I ALMOST MADE! IF I JUST RELAX AND SAY WHATEVER I THINK OF, I'M LIABLE TO GIVE AWAY MY SECRET IDENTITY! I DON'T **DARE!**

SORRY, DOC--I JUST CHANGED MY MIND! IT LOOKS LIKE I'LL HAVE TO FIND **ANOTHER** SOLUTION! SORRY TO HAVE BOTHERED YOU!

WAIT! COME **BACK!** YOU'RE THE KIND OF PATIENT EVERY PSYCHIATRIST **DREAMS** OF! **STOP!**

A SHORT TIME LATER, AT THE OFFICES OF THE **DAILY BUGLE...**

PETER, WHAT'S **WRONG!** YOU LOOK SO DEJECTED...!

NOTHING, BETTY! I'M OKAY!

YOU'RE PROBABLY WORRIED BECAUSE YOU HAVEN'T SOLD ANY NEWS PHOTOS TO MR. JAMESON LATELY! OH, PETER, IF ONLY YOU'D FIND SOME DIFFERENT TYPE OF WORK!

LAY OFF, WILLYA, BETTY? I'M IN NO MOOD TO BE **PREACHED** TO!

YOU'RE ALWAYS SAYING THAT IT'S TOO **DANGEROUS** TO TRY TO TAKE EX-CLUSIVE CRIME PHOTOS! I DON'T TELL YOU HOW TO LIVE **YOUR** LIFE-- DON'T BUTT INTO **MINE!**

Y-YOU NEVER **SPOKE** TO ME THAT WAY BEFORE!!

THEN, PETER ENTERS THE PRIVATE OFFICE OF A JUBILANT J. JONAH JAMESON...

LOOK AT THESE LETTERS --THESE TELEGRAMS! THE PUBLIC FINALLY SAYS I WAS **RIGHT** ABOUT SPIDER-MAN! WHAT A GREAT **TRIUMPH** THIS IS FOR ME!

I'M GLAD YOU'RE IN A GOOD MOOD, MISTER JAMESON! I, EH, NEED A **LOAN!** MY AUNT HAS A MORTGAGE PAYMENT TO MAKE, AND WE'RE A LITTLE SHORT...

WHY TELL **ME?** I'M NOT A BANK! YOU KNOW MY RULE, PARKER-- I DON'T LEND MONEY! I'M **BUSY** NOW! YOU KNOW WHERE THE DOOR IS!

BUT I'M NOT ASKING FOR **MUCH**-- JUST A LITTLE TILL I GET SOME PICTURES FOR YOU!

DON'T TRY TO TAKE ADVANTAGE OF ME BECAUSE I'M SO SOFT-HEARTED! THE ANSWER IS ***NO!*** UNLESS--YOU WANT TO SELL ME THE SECRET OF ***HOW*** YOU TAKE THOSE GREAT CRIME PHOTOS OF YOURS?

NO DICE!

I ***KNOW*** YOU MUST HAVE SOME SORT OF SPECIAL CAMERA--!!

IMAGINE IF I EVER TOLD HIM I WEAR IT IN MY BELT--WHEN I'M DRESSED AS ***SPIDER-MAN,*** SWINGING OVER THE CITY ON MY WEB!

THANKS FOR ***NOTHING,*** MR. JAMESON!

FINALLY...

I KNOW I SHOULDN'T DO THIS WHILE THE WHOLE CITY IS HUNTING FOR ***SPIDER-MAN!***

BUT THE ONLY WAY I CAN GET THE MORTGAGE MONEY FOR AUNT MAY IS TO TAKE SOME NEWS PIX WHICH JJJ WILL PAY ME FOR!

IF I'M ***LUCKY,*** I MAY SPOT A CRIME BEING COMMITTED WHILE I SWING THRU TOWN...

LOOK! IT'S ***SPIDER-MAN!***

AFTER HIM!

CALL THE ***POLICE!***

DON'T LET HIM GET AWAY!

IT'S WORSE THAN I ***THOUGHT!*** THE PUBLIC ***HATES*** ME NOW!

AND THE TERRIBLE THING ABOUT IT IS--I DON'T KNOW IF THEY'RE ***RIGHT!***

I CAN'T MAKE THE MONEY I NEED--AND I MAY BE COMMITTING CRIMES WITHOUT ***KNOWING*** IT! ***BOY!*** LIFE SURE IS A BOWL OF CHERRIES!

THE NEXT DAY, ON THE WAY TO HIGH SCHOOL...

I DON'T KNOW WHAT TO WORRY ABOUT FIRST! PAYING THE MORTGAGE, OR WONDERING IF I'M A SLEEP-WALKING CRIMINAL?!!

PETER! WAIT FOR ME!

I'VE BEEN WANTING TO SHOW YOU MY NEW HAIRDO! DO YOU LIKE IT?

SURE, LIZ! IT'S REAL NICE!

OF ALL TIMES TO HAVE TO TALK ABOUT A GAL'S HAIR!

WHAT NUTTY TIMING! FOR MONTHS LIZ WOULDN'T GIVE ME A TUMBLE, BUT SINCE I'VE BEEN DATING BETTY, LIZ HAS GOTTEN A CRUSH ON ME!

YOU LOOK UPSET, PETER! IS ANYTHING WRONG?

WOW! IS THAT QUESTION THE UNDERSTATEMENT OF THE YEAR!!

NAW, EVERYTHING'S GREAT, LIZ! IF IT GETS ANY BETTER I'LL SHOOT MYSELF!

OH, PETER! I ALWAYS KNEW YOU HAD A GREAT SENSE OF HUMOR!

MEANWHILE, A FEW YARDS AWAY...

QUIT KIDDIN', FLASH! YOU DON'T REALLY THINK SPIDER-MAN IS INNOCENT, DO YOU?

YOU'RE DARN RIGHT I DO! LET ME TELL YOU--

HEY! LOOK AT THAT!! WOW-WEEE!

GOSH, LIZ, I ALMOST DIDN'T RECOGNIZE YOU! YOU'RE BEAUTIFUL NOW!

REALLY, MISTER THOMPSON?? AND WHAT WAS I BEFORE, PRAY TELL??

POOR FLASH! HE ALWAYS SAYS THE WRONG THING!!

MEANWHILE, AT J. JONAH JAMESON'S OFFICE...

WHAT DID YOU CALL THIS MEETING FOR, J.J.?

SOME NUT SENT ME A NOTE SAYING HE COULD GET RID OF SPIDER-MAN SINGLE-HANDED! I TOLD HIM TO COME UP HERE AND PROVE IT!

LOOK AT THE DOOR....!

I AM MYSTERIO!

WHAT A GET-UP! HE'S CORNIER-LOOKING THAN SPIDER-MAN!

THERE IS A **REASON** FOR MY DISGUISE! IF THE UNDERWORLD EVER FINDS OUT ABOUT MY "**POWERS**", THEY MIGHT TRY TO STOP ME BY THREATENING MY FAMILY!

POWERS? WHAT POWERS?

HOW DO WE KNOW IT'S NOT A **TRICK?** YOU COULD BE SPIDER-MAN **HIMSELF** UNDER THAT FISHBOWL!

YOU WILL LEARN SOON ENOUGH THAT I **MEAN** WHAT I SAY! **MYSTERIO** DOES NOT LIE!

I MUST GO NOW! IF YOU WISH TO END THE MENACE OF SPIDER-MAN, FOLLOW THE INSTRUCTIONS IN THIS ENVELOPE!

REMEMBER, ALTHOUGH SPIDER-MAN HAS GREAT POWERS, THE POWER OF **MYSTERIO** IS EVEN GREATER!

WHERE'D THAT **SMOKE** COME FROM?? H-HE'S **DIS-APPEARING!**

HE'S **GONE!** WH-WHAT KIND OF A PERSON **WAS** HE??

QUIET! I'LL SEE WHAT THIS LETTER SAYS...

I DON'T **GET** IT! BUT IT MUST MAKE SENSE, OR MYSTERIO WOULDN'T HAVE GONE TO ALL THIS TROUBLE!

PRINT A NOTICE IN THE DAILY BUGLE SAYING: IF SPIDER-MAN WANTS TO LEARN THE **TRUTH** ABOUT HIMSELF, HE SHOULD MEET MYSTERIO ATOP THE BROOKLYN BRIDGE!

DID YOU SEE **THAT??** THE LETTER **VANISHED**-- IN A PUFF OF SMOKE!

Y'KNOW, JJ, IF SPIDER-MAN **CAN** BE BEATEN, I'VE GOT A HUNCH THAT MYSTERIO IS THE ONE TO **DO** IT!

WELL, WE'VE GOT NOTHING TO LOSE! I'LL **PRINT** THAT NOTICE! AND IF IT MEANS THE END OF SPIDER-MAN, I'LL BECOME A **HERO** TO THE PEOPLE OF THIS CITY!

THAT'S RIGHT, J J!

THE NEXT DAY...

DID YOU SEE THAT NOTICE IN THE ***BUGLE*** TODAY? I WONDER WHO ***MYSTERIO*** IS?

I DON'T KNOW, BUT ANYONE WITH SUCH A CORNY NAME MUST BE A ***PHONY!***

THIS MAY BE THE CHANCE I'VE BEEN WAITING FOR! MAYBE MYSTERIO KNOWS WHAT'S BEHIND THE "SPIDER-MAN CRIME WAVE"! I'VE ***GOT*** TO MEET HIM!

WITHIN MINUTES, ONE OF THE WORLD'S MOST FAMOUS, MOST CONTROVERSIAL COSTUMED FIGURES APPROACHES THE BROOKLYN BRIDGE IN HIS OWN AMAZING MANNER...

I HOPE THE WHOLE THING ISN'T JUST A GAG-- BUT I CAN'T AFFORD ***NOT*** TO CHECK IT OUT!

I'VE GOT TO MOVE CAUTIOUSLY, IN CASE IT'S A TRAP! BUT HOW ***CAN*** IT BE?? THERE'S NO ONE IN SIGHT!

AND THEN, SUDDENLY-- UNEXPECTEDLY--A FIGURE APPEARS!!

I AM ***MYSTERIO!*** I AM THE ONE WHO WILL, SINGLE-HANDEDLY, ***DESTROY*** SPIDER-MAN!

IT ***WASN'T*** A GAG! BUT IF THAT COSTUMED CLOWN THINKS I'M A SITTING DUCK, HE'S GOT ANOTHER THINK COMIN'!

I DON'T KNOW WHAT YOUR ***GAME*** IS, MYSTERIO, BUT--***HEY!***

OVER-CONFIDENT FOOL! MY POWER IS GREATER THAN ***YOURS!***

SEE HOW EASILY I CAN AVOID YOUR ATTACK WHILE SPRINGING BEHIND YOU AND LAUNCHING ONE OF MY OWN!

OHHH...

BUT, HAVING THE PROPORTIONATE STRENGTH AND AGILITY OF THE INVERTEBRATE FOR WHOM HE HAS NAMED HIMSELF, ***SPIDER-MAN*** QUICKLY RECOVERS AND THEN...

WHAT'S ***WRONG***, MYSTERIO?? I DON'T HEAR YOU BRAGGING ***NOW***!

HOW DOES HE KEEP HIS BALANCE THAT WAY WITHOUT FALLING?? I'LL BET HIS SHOES ARE MAGNETIZED!

WELL, I'LL JUST GRAB HIM AND-- ***HOLY COW!*** HE DODGED ME ***AGAIN!***

DID YOU THINK YOU COULD BEAT ***MYSTERIO*** WITH ONE MEASLY BLOW?!!

THAT'S WHAT I ***GET*** FOR PULLING MY PUNCH BECAUSE I WANT TO TAKE HIM ALIVE!

WELL, IF A ***WALLOP*** CAN'T BEAT YOU, LET'S SEE WHAT A ***WEB*** CAN DO!

I ***TOLD*** YOU MY POWER WAS GREATER! NOW WATCH ME ***PROVE*** IT!

I DON'T ***GET*** IT!! AT ONE GESTURE HE SEEMS TO BE STOPPING MY WEB IN MID-AIR!

THE WEB IS ***DISSOLVING--VAPORIZING!!*** AS THOUGH IT'S BEEN SPRAYED WITH A FINE CHEMICAL MIST, TOO SMALL FOR THE EYE TO SEE!

TOO BAD, SPIDER-MAN! YOUR PUNY LITTLE BAG OF TRICKS IS ALMOST EXHAUSTED! BUT THERE IS NO LIMIT TO ***MY*** POWERS! SEE HOW EASILY I CAN ***ELUDE*** YOU ANY TIME I DESIRE!

THAT'S HIS FIRST BIG MISTAKE! HE CAN'T LOSE HIMSELF IN A CLOUD OF SMOKE! MY ***SPIDER SENSE*** WILL LEAD ME RIGHT ***TO*** HIM!

BUT, ONCE INSIDE THE THICK BILLOWY MIST...

THIS NEVER ***HAPPENED*** TO ME BEFORE! MY SPIDER SENSE ISN'T WORKING! IT'S AS THOUGH SOMETHING IS ***INTERFERING*** WITH IT--JAMMING IT!!

CAN'T SEE HIM--NOR CAN I ***SENSE*** HIM! BUT I MUSTN'T GIVE UP! I'LL SWING WILDLY --MAYBE I'LL BE LUCKY!

BUT SPIDER-MAN'S LUCK SEEMS TO BE RUNNING TRUE TO ITS USUAL FORM--ALL *BAD!*

UGH! WHAT A SITUATION ***THIS*** IS! I CAN'T SEE ***HIM***--BUT HE SURE CAN SEE ***ME!***

HE'S ***GOT*** TO BE NEAR ME SOMEWHERE! I'LL KEEP SWINGING!

HE PLANNED EVERY DETAIL OF THIS FIGHT--EVEN FINDING A WAY TO JAM MY SPIDER SENSE!!

OHH! I'VE GOT TO DO ***SOMETHING!*** HE'S MAKING A HELPLESS PUNCHING BAG OUT OF ME!!

MY SPIDER STRENGTH ENABLES ME TO RESIST BLOWS THAT WOULD KNOCK OUT NORMAL MEN--BUT I'M STILL NOT INVULNERABLE!!

BESIDES, IT LOOKS AS THOUGH MYSTERIO ***DOES*** HAVE SUPER POWERS WHICH ARE AS GREAT AS MY OWN!! ***UGH!!***

THE LONGER I STAY THERE, THE MORE PUNISHMENT I'LL TAKE!

ONLY ONE THING TO DO-- AND *THIS* IS IT!

THEN, AS SPIDER-MAN HITS THE WATER BELOW, THE DRAMATIC FIGURE OF ***MYSTERIO*** APPEARS ONCE AGAIN THRU THE BILLOWING MIST...

I'VE ***WON!*** IF ***SPIDER-MAN*** COULDN'T DEFEAT ME, THEN ***NOBODY*** CAN! NOW ***MYSTERIO*** IS SUPREME!

SECONDS LATER, POLICE HELICOPTERS APPEAR ON THE SCENE...

SPIDER-MAN HAS BEEN DEFEATED BY MYSTERIO! WE ARE PROCEEDING WITH "OPERATION PICK-UP"...

-WHEW!- WHAT A DROP! UH OH! POLICE WHIRLY-BIRDS! IF I DON'T MOVE FAST I'LL BE CAUGHT!

SPIDER-MAN SWIFTLY FASHIONS AN AIR-TIGHT WEB HELMET, AND PLACES IT OVER HIS HEAD...

THIS'LL ENABLE ME TO HOLD MY BREATH UNDER-WATER LONG ENOUGH TO GET TO SAFETY!

MINUTES LATER, AT A LONELY PIER...

WELL, ***ONE*** THING IS CERTAIN--A DEFEAT LIKE ***THIS*** WILL SURE KEEP ME FROM EVER GETTING TOO ***CONCEITED!***

THEN, AFTER SILENTLY REACHING HIS HOME...

BUT THE DAY WASN'T A ***TOTAL*** LOSS! I ***DID*** LEARN THE ANSWER TO ***ONE*** OF THE THINGS THAT'S BEEN WORRYING ME!

THE NEXT DAY, CROWDS LINE FIFTH AVENUE AS A MOTORCADE DRIVES BY, LED BY A HAPPILY WAVING COSTUMED FIGURE...

MYSTERIO *DESERVES* THIS PARADE! AT LAST WE HAVE SOMEONE WHO CAN BEAT *SPIDER-MAN!*

HOORAY FOR MYSTERIO! SPIDER-MAN WON'T *DARE* PULL ANY MORE CRIMES IN THIS CITY *NOW!*

AND AMONG THE TEEN-AGERS WATCHING THE THE PARADE, WE FIND...

STILL THINK SPIDER-MAN'S SO GREAT, FLASH?

DARN *RIGHT* I DO! MYSTERIO'S JUST A BIG PUBLICITY HOUND, IF YOU ASK ME! MY DOUGH IS *STILL* ON SPIDER-MAN!

Y'KNOW SOMETHING, FLASH? YOU'RE NOT AS DUMB AS YOU *LOOK!* IN FACT, YOU'RE *OKAY,* FELLA!

LOOK, PUNY PARKER, I DON'T NEED COMPLIMENTS FROM *YOU!* AND WHILE WE'RE TALKIN', I WANNA WARN YOU TO STAY AWAY FROM LIZ ALLAN! SHE'S *MY* GIRL FRIEND!

REALLY? TOO BAD. *SHE* DOESN'T SEEM TO THINK SO! BUT DON'T WORRY, BRIGHT EYES, YOU CAN *HAVE* HER!

A SHORT TIME LATER, AT THE OFFICE OF J. JONAH JAMESON...

I WANT THE MEMBERS OF MY STAFF TO MEET MYSTERIO, THE MAN WHO BEAT SPIDER-MAN!

MYSTERIO IS A *REAL* CRIME-FIGHTER! HE'S NOT AFRAID TO MEET PEOPLE AND TO BE INTERVIEWED AS THAT COWARDLY SPIDER-MAN WAS!

AND ONCE MYSTERIO HAS DEFEATED SPIDER-MAN FOR GOOD, HE WILL REVEAL HIS TRUE IDENTITY EXCLUSIVELY TO *MY* NEWSPAPER! IT'LL BE THE SCOOP OF THE CENTURY FOR ME! *RIGHT,* MYSTERIO?

RIGHT! JUST SO LONG AS YOU REMEMBER THE *MONEY* YOU PROMISED ME!

MYSTERIO, I WANT YOU TO MEET PETER PARKER! DON'T LET HIS *AGE* FOOL YOU! DESPITE HIS YOUTH, HE'S THE BEST PHOTOGRAPHER I'VE GOT! I'LL EXPECT HIM TO TAKE SOME GREAT PICTURES OF YOUR NEXT FIGHT WITH SPIDER-MAN!

I'LL TRY NOT TO DISAPPOINT YOU-- *BOTH* OF YOU!

BUT, UNNOTICED BY ANYONE IN THE ROOM, PARKER'S LEFT HAND CONTAINS A SMALL ELECTRONICALLY TREATED SPIDER PIN*...

* THE SAME TYPE OF DEVICE USED IN ***SPIDER-MAN #11***, WHICH ENABLED HIM TO TRACK THE GETAWAY CAR OF ***DR. OCTOPUS!*** — EDITOR.

WHILE NO ONE IS PAYING ATTENTION, I'LL JUST SLIP MY LITTLE SPIDER DEVICE IN THE FOLDS OF MYSTERIO'S CLOAK... LIKE THIS!

NOW I'LL BE ABLE TO TRACE HIS MOVEMENTS! THERE'S ***MORE*** TO MYSTERIO THAN MEETS THE EYES-- AND I'M GONNA FIND OUT WHAT IT ***IS!***

THEN, AS PETER LEAVES JAMESON'S OFFICE...

I'M GLAD TO SEE YOU ***SMILING*** AGAIN, PETER! ARE ***YOU*** CELEBRATING SPIDER-MAN'S DEFEAT, ALSO?

NOT EXACTLY, BETTY!

IN FACT, ***I'M*** NOT SO SURE THAT SPIDER-MAN HAS ***BEEN*** DEFEATED! WELL, I HAVE TO RUSH NOW! SEE YOU LATER...

YOU'RE NOT SURE--?? BUT...

HMM! HE'S NEVER BEEN SO ANXIOUS TO ***LEAVE*** ME BEFORE! CAN HE HAVE MET ***ANOTHER*** GIRL? I'VE NOTICED A PRETTY ***BLONDE*** WITH HIM OCCASIONALLY...

OH, ***STOP*** IT, BETTY BRANT! YOU'RE BECOMING ***JEALOUS!***

WHILE BEHIND THE DOOR TO JAMESON'S OFFICE...

I SHALL ***LEAVE*** YOU NOW, JAMESON! IN MY OWN MANNER! FAREWELL-- TILL NEXT TIME!

HE'S ***GONE!*** FOR HEAVEN'S SAKE, JJJ, HOW DOES HE ***DO*** IT?

WHO ***CARES?*** THE ***IMPORTANT*** THING IS THAT I'VE FINALLY FOUND SOMEONE WHO CAN BEAT SPIDER-MAN! I FEEL LIKE ***CELEBRATING!***

BUT JAMESON MIGHT NOT FEEL SO TRIUMPHANT IF HE COULD SEE A DRAMATIC FIGURE ON A NEARBY ROOFTOP, WAITING TO RECEIVE THE ELECTRONIC SIGNAL FROM HIS HIDDEN SPIDER PIN!

AH, MY SPYING DEVICE IS BEGINNING TO REGISTER NOW!

WITHIN MINUTES, A PIERCING SPIDER SIGNAL FLASHES IN THE NIGHT OUTSIDE OF A TV MOVIE STUDIO BUILDING...

HOLD IT, MYSTERIO! WE'VE SOME UNFINISHED BUSINESS TO TAKE CARE OF!

SPIDER-MAN! HOW--??

YOU DIDN'T THINK I'D LET **YOU** CHOOSE THE TIME AND PLACE FOR OUR NEXT FIGHT, DID YOU?

BAH! IT DOESN'T MATTER **WHERE** WE BATTLE! I CAN BEAT YOU **HERE** AS I DID ON THE BRIDGE BEFORE!

ALL I NEED DO IS CREATE MY CONCEALING MIST, WHICH MAKES YOU UNABLE TO SEE ME!

AND WHICH ALSO DULLS YOUR SPIDER SENSE SO YOU CANNOT BE PREPARED FOR MY BLOWS!

DO I MAKE MYSELF **CLEAR**, SPIDER-MAN??

OR DO YOU WANT STILL **MORE** PROOF?? I CAN DO THIS ALL DAY!

OKAY, I GET THE MESSAGE! I CAN'T COPE WITH YOUR BAG OF TRICKS! BUT ADMIT ONE THING -- IT WAS **YOU** WHO COMMITTED THOSE CRIMES, DISGUISED AS ME, WASN'T IT?

OF **COURSE!** ONLY **I** HAVE THE GENIUS TO IMITATE -- IN FACT, TO **IMPROVE** UPON, YOUR OWN POWERS!

"I MIGHT AS WELL TELL YOU THE WHOLE STORY -- FOR I SHALL SEE TO IT THAT YOU NEVER TELL ANYONE ELSE! I USED TO BE A MOVIE STUNT MAN -- AND THEN I BECAME A SPECIAL EFFECTS MAN FOR TV MOVIES! I DESIGNED ALL SORTS OF COSTUMES, AND PROPS! THEN, I GOT THE IDEA OF IMITATING **YOU!**"

SPIDERMAN

"I SPENT MANY LONG WEEKS STUDYING ALL YOUR POWERS, ALL YOUR ABILITIES--EVERYTHING THAT WAS KNOWN ABOUT YOU! I WAS **SURE** I COULD DUPLICATE YOUR FEATS!"

WHATEVER SPIDER-MAN DOES *NATURALLY*, I'LL FIND A WAY TO DO *ARTIFICIALLY!*

= SENSES ? ? ? OW!

web

JUMP CLIMB

TWO WAY MIRROR IDEA

CANNOT SEE IN— CAN SEE OUT

web CANNOT duplicate matter!

"USING ALL THE SKILL I HAD AQUIRED DESIGNING MOVIE PROPS, I MADE A GUN WHICH FIRED A NYLON CORD RESEMBLING YOUR OWN WEB! I DESIGNED SHOES AND GLOVES WITH SPECIAL SUCTION CUPS, ENABLING ME TO CLING TO WALLS!"

MY SUCTION CUPS *WORK!* FROM A DISTANCE NO ONE WILL KNOW I'M NOT REALLY SPIDER-MAN!

"MY PLAN SEEMED **PERFECT!** I COULD COMMIT ALL SORTS OF CRIMES, AND **YOU** WOULD GET THE BLAME! BUT THEN I GOT A STILL **GREATER** IDEA! I WOULD CREATE A SEPARATE IDENTITY FOR MYSELF! I'D CALL MYSELF **MYSTERIO!** AND THEN I'D BATTLE YOU! WHEN I DEFEATED YOU, I'D BE A NATIONAL HERO--FOR NO ONE WOULD KNOW THAT **MYSTERIO** IS BOTH THE CRIMINAL AND THE CONQUEROR!"

"MY HELMET IS BASED ON THE PRINCIPLE OF YOUR EYE PIECES! I CAN SEE **OUT**, BUT NO ONE CAN SEE **IN!**"

"I CREATED A FINE SPRAY MADE OF SPECIALLY TREATED ACID WHICH WAS FOR THE SOLE PURPOSE OF DISSOLVING YOUR WEB IF YOU SHOULD EVER USE IT AGAINST ME!"

"THE BOTTOMS OF MY BOOTS CONTAIN CHEMICAL SMOKE EJECTORS AS WELL AS MAGNETIC PLATE SPRINGS WHICH ENABLE ME TO DUPLICATE YOUR OWN AMAZING LEAPS!"

EVEN MY NAME-- ***MYSTERIO***--WAS CREATED TO INSTIL AWE AND FEAR IN THE HEARTS OF MY ENEMIES!

I WAS ABLE TO SEE YOU WITHIN MY PROTECTIVE CLOUD BECAUSE I HAVE A BUILT IN **SONAR** DEVICE WHICH AIDS ME AT THE SAME TIME AS IT JAMS YOUR **OWN** SPIDER SENSE!

AND NOW, I SHALL DISPOSE OF YOU FOREVER!

DON'T **COUNT** ON IT, BIG MOUTH! I'VE GOT TO STAY AROUND LONG ENOUGH TO GIVE THIS **TAPE RECORDER** TO THE POLICE AND PROVE MY INNOCENCE!

A MINIATURE RECORDER!! ***BAH!*** IT WILL DO YOU NO GOOD! I'LL DESTROY IT-- ***AFTER*** I'VE DEFEATED YOU!

BUT, IN A SPLIT-SECOND, SPIDER-MAN FLIPS BACKWARDS, OUT OF THE SPREADING MIST!

NOT *THIS* TIME, MYSTERIO! REMEMBER ONE THING-- *YOUR* POWER IS ARTIFICIAL -- BUT *MINE* IS NATURAL!!

AND I'LL BET ON *MY* NATURAL SPIDER POWERS *ANY* TIME!

I'VE GOT TO CIRCLE AROUND -- TRY TO FIND HIM WITHIN THE MIST!

HAVE TO KEEP MOVING *FAST!* CAN'T LOSE THE ADVANTAGE!

HE'S NOT HERE--OR HERE! BUT HE'S GOT TO BE NEARBY!

IF I KEEP SWINGING, THEN SOONER OR LATER I'LL--*AHHH*, I WAS RIGHT! *THERE* HE IS!

WHAM!

THEN, AS MYSTERIO GOES SLIDING ALONG THE FLOOR INTO THE NEXT-DOOR STUDIO...

OKAY, QUIET ON THE SET! LET'S ROLL 'EM! *HUH?* *WAIT*--WHAT'S *THAT?!*

GET THAT GUY *OUT* OF HERE! HE'S IN THE WRONG MOVIE!

GANGWAY, BOYS!

I KNOW I'M NOT A MEMBER OF ACTORS' EQUITY, BUT I DON'T HAVE TIME TO GET A UNION CARD RIGHT NOW! I'VE GOT A LITTLE JOB TO FINISH FIRST!

YOU WON'T ESCAPE ME WITH THAT SMOKE CLOUD AGAIN! MY WEB WILL FALL OVER YOU LIKE A NET, TRAPPING YOU!

FOOL! I'M PREPARED FOR ANYTHING YOU CAN DO!

I'LL SIMPLY DISSOLVE YOUR WEB WITH MY CHEMICAL SPRAY AND--:OOOF!=

THANKS, FELLA! I HOPED YOU'D DO THAT--TO GIVE ME A CHANCE TO WALLOP YOU!

YOU FORGET-- I USED TO BE A MOVIE STUNT MAN! I KNOW HOW TO ROLL WITH A PUNCH, SO AS NOT TO BE HURT!

AND NOW, I'LL USE MY SPECIAL SPRING BOOTS TO FRUSTRATE YOU AGAIN!

THERE'S NOT A SPRING BUILT THAT'LL SAVE YOU FROM ME, MYSTERIO!!

NO! YOU CAN'T STOP ME! YOU CAN'T!! I'VE WAITED TOO LONG-- PLANNED TOO WELL!! I CAN'T BE THWARTED NOW!

ROLLING WITH THE PUNCH ISN'T GONNA HELP YOU *NOW*, MYSTERIO!

DIDN'T *EXPECT* ME TO LAND UPRIGHT DUE TO MY STUNT MAN TRAINING, DID YOU?

NOPE! I'M *OVERWHELMED!* I DON'T SEE *NOW* LITTLE UNTALENTED *ME* WILL EVER DEFEAT A GENIUS LIKE *YOU!*

SARCASM WON'T HELP YOU NOW! I *STILL* KNOW TRICKS YOU DON'T EVEN *SUSPECT*--LIKE TOSSING AN ENEMY OVER MY BACK THRU A SUDDEN MOVE!

AND NOW THAT YOU'RE OFF-BALANCE, I'LL-- *HUH!* WHERE'D HE *GO??*

UP *HERE!* I KNOW A TRICK OR TWO *MYSELF!*

YOU PICKED ON THE WRONG GUY WHEN YOU TRIED TO FRAME ME, MYSTERIO!

DON'T JUST *STAND* THERE! SOMEBODY HELP MYSTERIO! SPIDER-MAN'S TURNED *BAD!*

SO *YOU* HELP MYSTERIO! I'M GETTIN' *OUT* OF HERE-- WHILE I STILL *CAN!*

YOU SHOULDA FOUND SOME *EASY* VICTIM-- LIKE THE *HUMAN TORCH*, FOR INSTANCE!

THE POLICE! I'LL CALL THE POLICE!

SURE--YOU DO THAT LITTLE THING!

YOU HAVEN'T WON YET, SPIDER-MAN! I BEAT YOU ONCE BEFORE, AND I'LL DO IT AGAIN!

USING YOUR LITTLE SMOKE ROUTINE AGAIN, EH?

I'LL SAY ONE THING FOR YOU, MYSTERIO--YOU NEVER LEARN!

YOUR CONCEALING SMOKE SCREEN WON'T HELP YOU WHILE I CAN USE MY SPIDER SENSE! AND YOU CAN'T STOP ME FROM USING IT IF I SMASH YOUR JAMMER--LIKE THIS!

AND NOW, I'LL DO YOU THE BEST FAVOR OF ALL--I'LL FINISH THIS OFF QUICKLY, SO THAT YOU WON'T GET TOO BORED!

I MUSTN'T FORGET TO TAKE MY AUTOMATIC CAMERA WHICH I HUNG ON A PIECE OF WEBBING UP HERE TO CATCH ALL THE ACTION!

I'LL FASTEN IT SECURELY TO MY BELT CONTAINER AGAIN! IT'S LIKE MONEY IN THE BANK TO ME!

AND NOW, ONE LAST PLUNGE INTO MYSTERIO'S CLOUD OF MIST, AND I'LL WRAP THIS THING UP FOR GOOD!

WITH MY SPIDER-SENSE COMPLETELY OPERATIONAL NOW, IT'S A BREEZE TO MAKE MY WAY THRU THE MIST AND LEAVE THE TV STUDIO UNSEEN BY ANYONE!

AND, WHEN THE STRANGE MIST FINALLY CLEARS...

FOR THE LUVVA PETE!! WHERE'D THEY GO??!

YOU *NINCOMPOOP!!* THE GREATEST ACTION SCENE IN HISTORY, AND YOU DIDN'T EVEN GET IT ON FILM!!!

B-BUT THEY WEREN'T MEMBERS OF THE CAST!! PROBABLY DIDN'T EVEN BELONG TO THE *UNION!*

AND, A FEW MINUTES LATER, AT POLICE HEADQUARTERS...

I HEARD *MYSTERIO* WAS HERE! WH-WHAT *HAPPENED,* CHIEF??

IT'S *INCREDIBLE,* MR. JAMESON! SPIDER-MAN BROUGHT HIM IN, AND WE HAVE A FULL CONFESSION ON TAPE FROM MYSTERIO'S OWN LIPS! *HE'S* THE CRIMINAL WE'VE BEEN SEEKING! SPIDER-MAN IS *INNOCENT!!*

OUR MEN ARE PICKING UP ALL THE STOLEN LOOT NOW, CHIEF-- THANKS TO SPIDER-MAN!

MYSTERIO IS THE GUILTY ONE?? SPIDER-MAN IS *INNOCENT??!*

AND AFTER ALL I WROTE IN MY NEWSPAPERS!! I-I'LL BE A LAUGHING STOCK--*AGAIN!!* OH *NO!!*

THEN, WHEN JAMESON RETURNS TO HIS OFFICE...

CANCEL ALL MY APPOINTMENTS, MISS BRANT! AND SEND DOWN FOR A BOTTLE OF ASPIRIN-- A *BIG* BOTTLE!

YES SIR! PETER PARKER WAS JUST IN! HE LEFT SOME *PHOTOS* FOR YOU!

HMMPH! A LOT OF GOOD *PHOTOS* CAN DO ME NOW! I'LL--HUH?? WHAT ARE *THOSE?!!*

FIGHT SCENES!! SPIDER-MAN AND MYSTERIO!!

THAT LUCKY PARKER!! HE MUST HAVE BEEN THERE JUST AT THE RIGHT TIME! THESE PICTURES ARE PERFECT FOR THE *FRONT PAGE!* I'M *SAVED!*

STOP THE PRESSES! WE'RE PUTTING OUT AN *EXTRA!*

I'LL WRITE OUT A CHECK FOR PARKER! HE WON'T HAVE TO WORRY ABOUT THAT MORTGAGE *NOW!* I'LL BE GENEROUS AND PAY HIM ALMOST *HALF* OF WHAT THESE PICTURES ARE WORTH!

GOT TIME FOR A *VISITOR*, JJJ?

YOU!!

I JUST DROPPED BY TO CONGRATULATE YOU ON A PERFECT RECORD! SO FAR YOU'VE BEEN *100% WRONG* ABOUT ME! I'VE GOT TO HAND IT TO YOU-- I'LL BET IT'S NOT *EASY* TO MAKE A FOOL OUT OF YOURSELF *ALL* THE TIME!

WH-WHAT ARE YOU GOING TO *DO*??

I JUST DROPPED BY TO *HELP* YOU, OLD PAL!

I FIGURED YOU NEED A NEW OUTLOOK ON LIFE, SO I THOUGHT I'D *GIVE* YOU ONE-- *THERE!*

HELP! GET ME *DOWN* FROM HERE! I'LL *GET* YOU FOR THIS *YET*, YOU MASKED MENACE-- SEE IF I DON'T!!!

LOOK! IT'S *SPIDER-MAN* --THE ONE WHO CAUGHT MYSTERIO!!

AND SO, SPIDER-MAN IS VINDICATED BY THE PUBLIC! THEN, THE NEXT DAY...

LOOKS LIKE YOU WERE RIGHT ALL ALONG ABOUT SPIDER-MAN, FLASH!

I'M RIGHT ABOUT *EVERYTHING!* BUT WHAT ABOUT *YOU*, KNOTHEAD? ARE YOU SATISFIED NOW THAT SPIDER-MAN IS ONE OF THE GREATEST GUYS AROUND?

HECK NO, FLASH! PERSONALLY, I STILL WOULDN'T TRUST HIM ANY FURTHER THAN I CAN THROW HIM!

MINUTES LATER...

POOR FLASH! IF HE ONLY KNEW THE REAL IDENTITY OF HIS FAVORITE HERO!

IT WOULD BE WORTH *ANYTHING* TO TELL HIM SOME DAY--JUST TO WATCH HIM EXPLODE!

The END

BUT, THAT DAY IS STILL IN THE FUTURE! AND, UNTIL THEN, FATE HAS MANY MORE SURPRISES IN STORE FOR SPIDEY! NEXT ISSUE WE PRESENT ANOTHER BOOK-LENGTH ADVENTURE WITH AN UNEXPECTED GUEST STAR! WE THINK YOU'LL LIKE IT, SO--WE'LL SEE YOU THEN!

MARVEL COMICS GROUP 12¢

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY IND.

14 JULY

WOW!! JUST WAIT TILL YOU SEE "The GREEN GOBLIN!"

DOES THE GREEN GOBLIN LOOK CUTE TO YOU? DOES HE MAKE YOU WANT TO SMILE? WELL, FORGET IT! HE'S THE MOST SINISTER, MOST DANGEROUS FOE SPIDEY'S EVER FOUGHT!

GUEST-STARRING NONE OTHER THAN THAT RAMPAGING POWERHOUSE, THE INCREDIBLE HULK!

NO! YOU'RE NOT SEEING THINGS! THESE REALLY ARE THE EVIL ENFORCERS, BACK AGAIN TO GANG UP ON OUR OL' WEB-SPINNER!

SPIDER-MAN

the GROTESQUE ADVENTURE OF "the GREEN GOBLIN"

ONLY THE MERRY MARVEL MADMEN COULD HAVE DREAMED HIM UP!

HERE'S HOW IT HAPPENED:
THE GANG AT THE BULLPEN SAID LET'S GIVE OUR FANS THE GREATEST 12¢ WORTH WE CAN! LET'S GET A REALLY DIFFERENT VILLAIN... A BUNCH OF COLORFUL HENCHMEN FOR HIM... AND LET'S EVEN ADD A GREAT GUEST STAR!! SO, WE DID!!

AND HERE'S THE RESULT... ANOTHER MIGHTY MARVEL MASTERPIECE!

WRITTEN BY: STAN LEE (THE POOR MAN'S SHAKESPEARE)

ILLUSTRATED BY: STEVE DITKO (THE POOR MAN'S DA VINCI)

LETTERED BY: ART SIMEK (THE POOR MAN'S RICH MAN)

NOTE: DON'T BE IMPATIENT! THE HULK DOESN'T APPEAR TILL LATER ON IN THE STORY... BUT YOU'LL BE GLAD YOU WAITED!

THE *GREEN GOBLIN* IS SUCH A NIFTY VILLAIN, THAT THE SOONER WE MEET HIM, THE BETTER! SO, LET'S VISIT A SILENT, SHADOWY BASEMENT LABORATORY, WHERE WE FIND...

THERE! MY FLYING BROOMSTICK IS FINISHED AT LAST!! NOW TO PUT ON MY COSTUME AND TEST IT OUT!

IT'S PURRING LIKE A KITTEN! I MADE THE CONTROLS SIMPLE ENOUGH THAT THERE'S NO CHANCE OF A FATAL ERROR!!

AND NOW TO KEEP MY APPOINTMENT WITH THE MOST UNUSUAL GROUP THAT'S AWAITING ME!

AND, IN A SLEEZY HOTEL ROOM, NOT FAR AWAY...

AH'M TIRED OF WAITIN'! WHEN'S THAT *GOBLIN* GUY A'GONNA SHOW UP?

STOP TOSSING THAT CRUMMY LASSO AT ME, MONTANA, OR YOU WON'T BE AROUND WHEN HE *DOES* ARRIVE!

KEEP YOUR SHIRT ON, FANCY DAN! IF THIS IS SOME KINDA *TRICK*, I'LL MAKE THE GOBLIN WISH HE NEVER TRIED TO PLAY IT ON THE *OX!*

SUDDENLY, A MOCKING FORM STREAKS IN THRU THE WINDOW...

IT'S *NO* TRICK, OX! I'M NOW READY TO GIVE THE FOUR OF YOU YOUR ORDERS!

LOOK! IT'S *HIM!*

YOU'RE *NUTS*, GOBLIN! THE *ENFORCERS* DON'T TAKE ORDERS FROM *ANYONE!!*

CORRECTION, OX! I'M NOT *ANYONE!* I'M THE *GREEN GOBLIN!!*

HEY! S-SPARKS! SHOOTIN' OUT OF HIS FINGERS!!

START TALKIN', GOBLIN! I'VE GOT A HUNCH IT'LL BE WORTH *LISTENIN'* TO!

I KNOW THAT *SPIDER-MAN* DEFEATED YOU AND CAUSED YOU TO GO TO JAIL FOR A STRETCH SOME MONTHS AGO!* DO AS I SAY, AND I PROMISE YOU'LL HAVE YOUR *REVENGE* ON HIM!

MISTAH, YOU JUST GOT YOURSELF A *DEAL!*

*SEE *SPIDER-MAN* #10 -- EDITOR.

SOMETIME LATER, IN THE PLUSH OFFICES OF A GLAMOROUS HOLLYWOOD MOVIE STUDIO...

YEARS AGO WE WON AN OSCAR WITH OUR MOVIE "THE NAMELESS THING FROM THE BLACK LAGOON IN THE MURKY SWAMP!" BUT WE HAVEN'T HAD A GOOD SCARY HIT SINCE THEN!

YOU'RE RIGHT, B. J.!

OF COURSE, B. J.!

SO TRUE, B. J.!

I'VE GOT TO THINK! I'VE GOT TO GET AN INSPIRATION FOR A PICTURE AS GREAT AS "THE NAMELESS THING FROM THE BLACK LAGOON IN THE MURKY SWAMP!" SO LEAVE ME! I MUST BE ALONE!

YES, B. J.!

CERTAINLY B. J.!

ABSOLUTELY, B. J.!

I HAVE IT! I'LL CHANGE THE TITLE AND RELEASE THE SAME MOVIE AGAIN! I'LL CALL IT "THE UNKNOWN THING" INSTEAD OF "THE NAMELESS THING"! I'LL MAKE MILLIONS!

FORGET IT! I'VE GOT A REAL MONEY-MAKING IDEA FOR YOU!!

HUH? WHA--? WHO ARE YOU??

CALL ME THE GREEN GOBLIN! I'M YOUR NEXT STAR!

YOU'RE A NUT! NOW GET ON YOUR BROOMSTICK AND FLY OUT OF HERE!

VERY WELL-- IF YOU DON'T WANT A MOVIE CO-STARRING ME, THE ENFORCERS, AND SPIDER-MAN...

DID YOU SAY SPIDER-MAN?? STARRING IN A MOVIE FOR ME?? IT CAN'T MISS!

I CAN SEE IT ALL NOW! I'LL HAVE A HUNDRED DANCING GIRLS--A CAST OF THOUSANDS --MAYBE I CAN GET TONY CURTIS TO PLAY SPIDER-MAN -OR ONE OF THE BEATLES!

I'LL GO YOU ONE BETTER! I'LL GET YOU THE REAL SPIDER-MAN TO PLAY THE PART!

I WAS RIGHT! YOU ARE A NUT! NOBODY KNOWS WHO HE IS-- NOBODY CAN GET WITHIN A HUNDRED FEET OF HIM! BUT YOU'LL DELIVER SPIDER-MAN!!

EXACTLY! NOW YOU LEAVE EVERYTHING TO ME-- JUST RELAX AND COUNT YOUR MONEY!

A FEW DAYS LATER, THREE THOUSAND MILES AWAY IN NEW YORK...

PETER, HOW DO YOU *DO* IT?? YOU'RE THE ONLY ONE IN THE CLASS WHO GOT 100% ON OUR LAST EXAM!

IT'S JUST LUCK, I GUESS, LIZ! THAT, AND SPENDING LONG HOURS STUDYING EVERY NIGHT!

A LOT OF *GOOD* IT'LL DO YOU! WHO WANTS TO BE AN EGG-HEAD ANYWAY?!! NOT *ME!!*

IT SO HAPPENS, MR. FLASH THOMPSON, THAT YOU *COULDN'T* BE! YOU DON'T HAVE THE *EQUIPMENT* FOR BEING AN EGG-HEAD! NAMELY, YOU'RE TOO *DUMB!*

IT'S THE MEN WITH *BRAINS* WHO RUN THIS COUNTRY--NOT MUSCLE-BOUND GOOPS LIKE *Y-O-U!*

LIZ IS *RIGHT!*

SHE SURE *IS!*

WELL, WHADDAYA KNOW!! LOOKS LIKE THE KIDS FINALLY SEE THE LIGHT!

LOOK, PUNY PARKER-- I *WARNED* YOU NOT TO TRY TO BEAT MY TIME WITH LIZ ALLAN!!

BEAT *WHAT* TIME?? YOU'VE GOT ABOUT AS MUCH CHANCE WITH *HER,* AS *KHRUSHCHEV* HAS WITH J. EDGAR HOOVER!!

HEY, *QUIET,* YOU GUYS! THERE'S A BULLETIN COMIN' IN OVER MY RADIO!!

--IT'S RELIABLY REPORTED THAT A GREEN-GARBED FIGURE ON A BROOM STICK HAS BEEN FLYING OVER MANHATTAN FOR THE PAST HOUR!! THE PUBLIC IS ASKED TO KEEP CALM UNTIL WE CAN VERIFY--

IT SOUNDS LIKE SOMEONE'S IMAGINING THINGS-- BUT JUST TO PLAY SAFE, *SPIDER-MAN* BETTER DO A LITTLE CHECKING!!

LUCKY MY CLASSES ARE *FINISHED* FOR THE DAY-- NO ONE WILL MISS ME!

MINUTES LATER...

THE RADIO REPORT WAS *RIGHT!* HE LOOKS LIKE SOME SORT OF GREEN GOBLIN!!

I'LL MAKE A CATAPULT OF MY WEB AND SEE WHAT HE'S UP TO! I'D BETTER NOT MISS-- IT'S A LONG WAY DOWN!!

HOLD IT, FELLA!! HOW ABOUT GIVING A GUY A *LIFT*??

SPIDER-MAN!! I'VE BEEN *WAITING* FOR YOU!! I *KNEW* IF I FLEW AROUND THE CITY, YOU'D BE SURE TO INVESTIGATE SOONER OR LATER!

OKAY THEN, YOU'VE *FOUND* ME! NOW WHAT'S THE PITCH??

I HAVE A LEGITIMATE DEAL TO OFFER YOU! I REPRESENT B.J. COSMOS, OF COSMOS PRODUCTIONS! HE WANTS YOU TO STAR IN A MOVIE!!

HE'S IN NEW YORK, 'SPECIALLY TO SEE YOU! DON'T TAKE *MY* WORD FOR IT-- HE'S AT THE RITZ PLAZA HOTEL!

I'M ON MY *WAY!* BUT, IF THIS IS A GAG, YOU'LL BE A MIGHTY SORRY LITTLE GOBLIN!

AND SO...

I'VE SEARCHED HALF THE HOTEL ALREADY, AND STILL-- UH OH!

SO *THERE* YOU ARE!! COME IN! COME IN! DON'T JUST *HANG* THERE!

IF ANYONE'S GONNA *SEE* YOU, I'LL MAKE 'EM *PAY* FOR IT, AT THE *MOVIES!*

I DON'T BELIEVE IN WASTING WORDS! I'LL GIVE YOU FIFTY THOUSAND DOLLARS TO STAR IN *"THE SPIDER-MAN STORY!"* WE'LL WRITE AN ORIGINAL SCRIPT IN WHICH YOU FIGHT THE *ENFORCERS* AND THE *GREEN GOBLIN!*

IF I ACCEPT-- I DON'T WANT ANY INTERVIEWS-- NO PUBLICITY-- NO SIGHT-SEERS ON THE SET!! AND NO PHONY ROMANCE BUILD-UPS WITH STARLETS!

OKAY, OKAY! BUT YOU'LL BREAK A MILLION HOLLYWOOD HEARTS!

JUST SIGN ON THE DOTTED LINE, AND I'LL MAKE YOU MORE FAMOUS THAN "THE NAMELESS THING FROM THE BLACK LAGOON IN THE MURKY SWAMP"!

FAME--***PHOOEY!*** I'M JUST THINKING OF ALL THE WONDERFUL THINGS I CAN DO FOR POOR AUNT MAY WITH FIFTY THOUSAND DOLLARS! I JUST ***CAN'T*** TURN THIS DOWN!

THEN, AFTER THE CONTRACT IS SIGNED...

REMEMBER, REPORT TO MY STUDIO IN HOLLYWOOD BY THE END OF THE WEEK!

DON'T WORRY--I'LL BE THERE!

IT ***WORKED!*** NEITHER OF THEM SUSPECT MY ***REAL*** MOTIVES! AND SPIDER-MAN DOESN'T DREAM THAT HIS TRIP TO HOLLYWOOD WILL BE A ***ONE-WAY*** JOURNEY--WITH NO RETURN!!

THE NEXT MORNING, AT THE OFFICE OF THE *DAILY BUGLE...*

BETTY, DO YOU HAVE A FEW MINUTES? I'VE GOT SOMETHING IMPORTANT TO TELL YOU...

SURE, PETER! BUT DON'T LET ***MR. JAMESON*** SEE US! HE'S IN ONE OF HIS USUAL HORRIBLE MOODS!

PARKER! I ***THOUGHT*** I HEARD YOU!

PACK YOUR BAGS, KID! COSMOS FILMS IS MAKING A MOVIE OF ***SPIDER-MAN*** ON THE COAST, AND THEY CLAIM THE ***REAL*** SPIDER-MAN IS STARRING IN IT!

AND YOU WANT ***ME*** TO GO THERE AND GET SOME EXCLUSIVE ***PHOTOS*** FOR YOU, EH?

I ***HOPED*** HE'D SEND ME! THIS IS THE PERFECT EXCUSE TO GIVE AUNT MAY! BUT I WANTED TO TELL BETTY FIRST--!!

IT SURE WILL BE ***GREAT,*** THOUGH! I'LL GET A BUNDLE FROM MR. COSMOS--AND MAKE SOME ADDITIONAL MONEY FROM OL' JJJ FOR THE PIX I TAKE! AUNT MAY WILL NEVER HAVE TO WORRY AGAIN!

YOU LOOK MIGHTY HAPPY, PETER PARKER! I SUPPOSE YOU CAN'T ***WAIT*** TO MEET ALL THOSE HOLLYWOOD BEAUTIES!

AWW, ***THAT'S*** NOT WHY I WAS SMILING, BETTY! YOU KNOW HOW I FEEL ABOUT ***YOU!*** BETTY--?

THAT'S PERFECTLY ALL RIGHT, ***MISTER*** PARKER! I DON'T CLAIM TO BE AS GLAMOROUS AS THOSE STARLETS--OR THAT BLONDE LIZ ALLAN YOU'VE BEEN WALKING HOME FROM SCHOOL WITH LATELY!

LIZ!! SO ***THAT'S*** WHAT'S BUGGIN' HER!

LATER, DISCUSSING THE TRIP WITH AUNT MAY, PETE RUNS INTO STILL ANOTHER PROBLEM...

PETER DEAR, I THINK YOU'RE STILL TOO *YOUNG* TO GO TRAIPSING AROUND THE COUNTRY THAT WAY!

GOSH, AUNT MAY, I'M A HIGH SCHOOL SENIOR ALREADY! I'LL SOON BE READY FOR *COLLEGE!*

BUT I *WORRY* SO ABOUT YOU! YOU KNOW HOW *FRAGILE* YOU ARE!

LOOK--SUPPOSE I PROMISE TO DRESS WARM, EAT THREE GOOD MEALS A DAY, AND TAKE MY ALLERGY PILLS EVERY MORNING?? *PLEASE,* AUNT MAY--THIS MEANS SO *MUCH* TO ME!!

WELL, I SUPPOSE I CAN'T KEEP YOU TIED TO MY APRON STRINGS FOREVER! ALL RIGHT, DEAR--YOU MAY GO!

AND SO, THE LITTLE CAST OF CHARACTERS IN OUR TRUE-TO-LIFE DRAMA ARE SOON ASSEMBLED ON THE COSMOS PRODUCTIONS MOVIE LOT, IN HOLLYWOOD...

REMEMBER, ALL OF YOU--I WANT TO WIN ANOTHER *OSCAR* WITH THIS FILM! DON'T LET ME DOWN! I WANT ACTION! ACTION! ACTION!

B.J.'S MAKE-UP MAN MUST BE A *GENIUS!* THOSE ACTORS LOOK JUST LIKE THE *REAL* ENFORCERS!

I WISH WE COULD TACKLE HIM *NOW!*

NO! WAIT TILL WE GET ON LOCATION!

AFTER A DIFFICULT JOURNEY, THE CAMERA CREW AND THE STARS REACH A DESERTED AREA IN NEW MEXICO WHERE THE MOVIE IS TO BE FILMED...

LET'S GET STARTED! UNLOAD THAT EQUIPMENT AND HAVE THE CAMERAS READY TO ROLL IN THIRTY MINUTES! WE'LL SHOOT THE BIG FIGHT SCENE FIRST!

WHAT A LOCATION!! FEELS AS THOUGH WE'RE AT THE EDGE OF THE WORLD!!

SAY, SPIDER-MAN--SUPPOSE WE GO OFF AND REHEARSE THAT FIGHT SCENE WHILE THEY'RE SETTING UP THE CAMERAS?

YEAH! WE WANNA MAKE SURE NOBODY GETS HURT WHEN WE PERFORM FOR THE CAMERAS!

IT'S OKAY WITH ME!

NOW, IN THIS FIRST SCENE, I'M THE LEADER OF THE ENFORCERS, AND I FLY IN TO TELL THEM TO **DESTROY** YOU!

THAT ISN'T HOW IT WAS WRITTEN IN **MY** SCRIPT!

YEAH? WELL, WHO SAYS YOU GOT THE RIGHT SCRIPT??

HEY! TRY THAT AGAIN AND I'LL FORGET THIS IS JUST A **MOVIE!!**

HE MUST BE **NUTS** TO SWING SO HARD, AND-- **WAIT!!** WHY ARE MY SPIDER SENSES **TINGLING** THIS WAY??

HOLY SMOKE! I MUST BE THE WORLD'S PRIZE CHUMP! IT'S A **TRAP!** THEY'RE **NOT** ACTORS-- THEY REALLY **ARE** THE ENFORCERS!!

TOO BAD, BOYS! I'M **WISE** TO YOU NOW!

TOO BAD FOR **YOU,** FOOL! IT'S TOO LATE! YOU'RE **SURROUNDED!**

SURROUNDING ME AND **BEATING** ME ARE TWO DIFFERENT THINGS! YOU CAN'T THROW THAT LASSO FAST ENOUGH TO SNARE ME, MONTANA!

MAYBE HE CAN'T, BUT **FANCY DAN** CAN GRAB YOU WHILE YOU'RE DODGING HIS ROPE!

AND WHILE YOU TURN AWAY TO FLIP DAN OVER YOUR HEAD, **I** CAN FOLLOW UP WITH A HAYMAKER!!

ONE EXTRA BACK-FLIP AND A TOSS OF MY WEB IS ALL I NEED TO CONFUSE **YOU,** OX! AND THEN I--**HEY!** WHAT'S **THAT?!?**

IT'S MONTANA **LASSOING** YOU AGAIN!! YOU CAN'T OUT-THINK **ALL** OF US!!

DON'T **KID** YOURSELF, OX! I CAN OUT-THINK, AND OUT-FIGHT A DOZEN LIKE YOU! I'LL JUST LEAP UP AND WIGGLE FREE WHILE IN THE AIR!!

UH OH!! THAT **TINGLE** AGAIN! SOMEONE'S SNEAKING UP BEHIND ME!

TOO BAD, FANCY DAN!! YOUR SPEED AND JUDO SKILL WON'T HELP YOU IF YOU CAN'T GET CLOSE ENOUGH TO **USE** THEM!!

THEY'RE JUST **DECOYS,** LITTLE FELLA! **I'M** THE ONE WHO'S GONNA FINISH YOU OFF!!

HEY--WHA--?!? **NOBODY** CAN MOVE **THAT** FAST!! IT ISN'T **POSSIBLE!!**

SURE IT IS, OX! ALL YOU NEED IS THE PROPORTIONATE STRENGTH AND SPEED OF A **SPIDER!** SIMPLE, HUH?

=WHEW!= I'M IN THE CLEAR NOW! I'VE GOT TO GET BACK AND WARN THE MOVIE CREW THAT THEY'RE DEALING WITH **REAL** PUBLIC ENEMIES!!

NICE TRY, SPIDER-MAN, BUT YOU'VE ACCOMPLISHED **NOTHING!** YOU CAN'T ESCAPE **ME!!**

THE **GREEN GOBLIN!!** I'M WILLING TO BET THAT **YOU'RE** THE BRAINS BEHIND THIS LITTLE CAPER!!

SPIDER-MAN, YOU DON'T KNOW THE **HALF** OF IT!!

HE'S TOSSING SOME SORT OF STUN-GRENADES AT ME!! I CAN'T KEEP DODGING THEM!

HE'S TOO *FAST* FOR ME!! MY WEB CAN'T HIT HIM WHILE HE DARTS OUT OF RANGE THAT WAY!

WHY DON'T YOU QUIT *NOW*, SPIDER-MAN, AND SAVE US BOTH A LOT OF TROUBLE?!!

AW, DON'T LET HIM QUIT *YET*, GOBLIN! AH WANNA HAVE *MAH* FUN FIRST!!

IT'S *MONTANA!* HE FINALLY SNARED ME WITH HIS LASSO!

BUT ONE THING HE DIDN'T COUNT ON IS MY POWER OF *CHEST EXPANSION!!*

HE DONE SNAPPED MAH ROPE! *GET* 'IM FOAH ME, OX!

YOU DON'T HAVE TO TELL ME *TWICE*, MONTANA!

WE WAITED A *LONG TIME* FOR THIS, MASKED MAN-- BUT IT WAS *WORTH* IT!

LET *ME* AT 'IM! YOU BOYS ARE HAVIN' *ALL* THE FUN!!

I'LL MAKE *SURE* HE DOESN'T SLIP AWAY AGAIN!

WHAT'S ***WRONG*** WITH Y'ALL?? WHY CAIN'T YOU HOLD 'IM DOWN??

HOW CAN SUCH A SKINNY RUNT BE SO ***STRONG??*** LOOK OUT, FANCY DAN--I CAN'T GET A ***SWING*** AT HIM!!

YOU BRAINLESS LUMMOX!! WATCH WHAT YOU'RE DOIN'!! THAT'S ***ME*** YOU'RE HITTIN'!!

I'VE GOT TO SUMMON ALL MY SPIDER-STRENGTH ***NOW***-- WHILE THEY LEAST EXPECT IT--WHILE THEY'RE ALL CONFUSED!!

OKAY, BOYS-- THIS IS ***IT!!*** THE PARTY'S ***OVER!!***

THEN, BEFORE THE ENFORCERS CAN ATTACK AGAIN, THE AMAZING SPIDER-MAN ATTACHES SOME TUMBLEWEED TO HIS WEB, WHIPPING UP A MAN-MADE DUST STORM!!

THIS'LL GIVE ME THE SMOKE SCREEN I NEED TO ESCAPE THEM!

THE DUST WILL TEMPORARILY BLIND ALL OF THEM--BUT I CAN PICK MY WAY THRU IT USING MY SPIDER-SENSE!!

BUT, ALTHOUGH THE YOUNG WEB-SPINNER IS ABLE TO OUT-MANEUVER THE ENFORCERS, THERE IS STILL ***ANOTHER*** FOE WHO CAN FLY ***ABOVE*** THE DUST CLOUD--

HE'LL HAVE TO EMERGE FROM THERE SOONER OR LATER-- AND I'LL ***SEE*** HIM WHEN HE DOES!

BUT, WHAT OF THE FOLKS BACK HOME AT THAT VERY MOMENT?? IN THE QUIET OF HER LIVING ROOM, PETER'S AUNT MAY PENS A LOVING LITTLE NOTE...

...And I hope you're taking your vitamin pills, Peter dear! Also, be sure to get enough sleep-- you know how easily you tire!

WHILE THE NEIGHBORHOOD TEEN-AGERS GATHER AT THE SODA PARLOR, ONE OF THEM IN PARTICULAR SEEMS TO MISS THE STUDIOUS YOUTH...

HAVE ANY OF YOU GOTTEN ANY MAIL FROM PETER PARKER YET?

I THOUGHT LIZ WAS ***YOUR*** GAL, FLASH! HOW COME SHE'S SO INTERESTED IN PARKER?

WHY DON'T YOU ***ADMIT*** IT, LIZ?? YOU'RE ONLY MAKIN' A FUSS ABOUT PUNY PARKER TO MAKE ***ME*** JEALOUS!! YOU ***KNOW*** HE'S A BIG ***ZERO*** COMPARED TO ***ME!***

TELL ME, FLASH-- HOW MUCH ***RENT*** DO YOU PAY IN THAT ***DREAM WORLD*** YOU LIVE IN!

PETER IS A DREAM-BOAT! HE'S SENSITIVE, INTELLIGENT, ARTICULATE!! ***YOU*** PROBABLY DON'T KNOW WHAT THOSE WORDS ***MEAN!***

NUTS! HE'S SCARED OF HIS OWN SHADOW! AND YOU ***KNOW*** IT!

EVEN IN THE OFFICE OF J. JONAH JAMESON, PETER PARKER IS THE TOPIC OF CONVERSATION...

PARKER BETTER BRING ME BACK SOME SENSATIONAL PICTURES OF SPIDER-MAN! I DON'T WANT TO FIND OUT THAT HE'S WASTING HIS TIME DATING THOSE HOLLYWOOD GLAMOR GIRLS!!

OH NO! I MUSTN'T EVEN LET MYSELF ***THINK*** SUCH THOUGHTS ABOUT HIM! I ***MUSTN'T!!***

FFFFFFFF

BUT, HOW ASTONISHED ***ANY*** OF THE FOLKS BACK HOME WOULD BE IF THEY COULD SEE WHAT'S HAPPENING ***NOW...***

HE'S ENTERING THAT CAVE! I'LL SIGNAL THE ***ENFORCERS!***

I HEAR THEM OUT THERE! THEY'RE AFTER ME AGAIN!

THE GOBLIN MUST HAVE SEEN WHERE I WENT AND TIPPED THE ENFORCERS OFF! BUT, AT LEAST I HAVE A CHANCE TO CATCH MY BREATH!! SAY! WHAT ARE THEY DOING NOW?

KEEP SHOVING!! THAT'S IT!!

BAH! I'M DOING ALL THE WORK! YOU'RE ALL JUST HANGING ON!

THAT DOES IT! THIS IS THE ONLY EXIT FROM THE CAVE! HE'LL NEVER BE ABLE TO RUSH PAST US NOW! THIS BOULDER WILL STOP HIM!

BUT IT'S POWERFUL DARK IN HEAH! HE CAN SEE IN THE DARK BETTER THAN WE'ALL CAN! ARE WE TRAPPING HIM, OR HAS HE GOT US TRAPPED??

DON'T BE A FOOL, MONTANA! THE FOUR OF US CAN HANDLE A DOZEN SPIDER-MEN!!

I WOULDN'T BET ON THAT! DON'T MAKE A SOUND, COWBOY, UNLESS YOU DON'T EVER WANNA SEE THAT HOME ON THE RANGE AGAIN!

ULP!!

C'MON, MONTANA! DON'T LAG BEHIND! KEEP UP WITH US!

HEY, YOU GUYS-- WAIT! MONTANA'S GONE!!

MAYBE HE TRIPPED ON THOSE NUTTY HIGH-HEELED BOOTS OF HIS!

NO-- LOOK! IT'S SPIDER-MAN! HE'S ABOVE US!!

NOW HE'S GOT ME!! GOBLIN-- HELP!!

I'LL STOP HIM WITH ANOTHER STUN-BOMB!! HE WAS A FOOL TO ***SHOW*** HIMSELF TO ME!

YOU'VE ***HAD*** IT, GOBLIN! YOU'RE NOT TAKING ME BY ***SURPRISE*** NOW! NOBODY CAN STOP SPIDER-MAN ***TWICE*** WITH THE SAME OL' TRICKS!

BLAST YOU!! AFTER ALL MY CAREFUL PLANNING, YOU'RE NOT GOING TO TO THWART ME ***NOW!***

WELL, I'M SURE GONNA ***TRY!!*** HERE, THIS ***WEB*** OF MINE OUGHT TO HOLD YOU IN A SNUG LITTLE POCKET UNTIL YOU HOLLER "UNCLE"!!

THWAP!

YOU OVERESTIMATE YOUR POWER, SPIDER-MAN! YOUR WEB CAN'T HOLD ***ME!!***

NOT WHEN I CAN BURN MY WAY OUT BY MAKING THE TIP OF MY BROOM-STICK GLOW LIKE A FLAMING EMBER!!

LEAVE 'IM TO ***ME,*** GOBLIN! I'LL GET 'IM DOWN FROM THERE WITH THIS BOULDER!!

DON'T STRAIN YOURSELF, OX! I'LL SAVE YOU THE TROUBLE!!

IN FACT, YOU LOOK KINDA TIRED TO ME-- SO I'LL LET YOU TAKE A LITTLE REST-- COMPLIMENTS OF A SPIDER-STRENGTH LOVE TAP!!

YOU *FORGOT*, SPIDER-MAN!! I STILL HAVE PLENTY MORE POWERFUL *STUN-BOMBS* AT MY DISPOSAL!

OHH! YOU'VE SURE GOT A SUBTLE WAY OF *REMINDING* ME!

THEN, ONCE AGAIN, A DENSE PUFF OF SMOKE FILLS THE SHADOWY CAVE...

AND, WHEN IT CLEARS, SPIDER-MAN'S ASTONISHED EYES BEHOLD THE STRONGEST LIVING BEING TO WALK THE EARTH--APPEARING LIKE A NIGHT-MARISH COLOSSUS, HIS BALEFUL EYES GLOWERING WITH HATRED AND FURY, THE INCREDIBLE *HULK* LUNGES FORWARD!!!

HOLY HANNAH! OF ALL THE CAVES TO PICK FOR A FIGHT--WE HADDA PICK ONE THE *HULK* WAS HIDING IN!!

SPURRED ON BY HIS BURNING HATRED FOR THE HUMAN RACE, THE RACE WHICH HAS HOUNDED AND TORMENTED HIM, THE RAMPAGING GREEN FIGURE ATTACKS WITHOUT WARNING!!

CAPTURE YOU?? BROTHER, I DON'T EVEN WANNA SHARE THE SAME *PLANET* WITH YOU!

EVEN HERE--DEEP IN MY HIDDEN CAVES, YOU ATTACK ME! BUT *NO ONE* CAN CAPTURE THE *HULK!*

WHAT A FANTASTIC STROKE OF GOOD FORTUNE! WE'VE SOMEHOW STUMBLED UPON ONE OF THE HULK'S HIDING PLACES! NOW ALL I NEED DO IS LET *HIM* FINISH SPIDER-MAN! NOTHING THAT LIVES CAN MATCH THE *HULK'S* STRENGTH!

HOLD IT, BIG MAN! WE'VE GOT NO REASON TO FIGHT! LET ME EXPLAIN...

NO! NEVER AGAIN WILL I BE TRICKED BY THE LYING WORDS OF AN ENEMY! MY ONLY DEFENSE AGAINST MANKIND IS MY *STRENGTH*--AND NOTHING WILL STOP ME FROM *USING* IT!

IT'S NO USE! I CAN'T REASON WITH HIM! MY ONLY HOPE IS TO STAY OUT OF REACH OF THOSE BONE-CRUSHING FISTS OF HIS!!

I'LL GET YOU DOWN FROM THERE! YOU WON'T ESCAPE ME!

WOW! NEXT TO *HIM*, THE ENFORCERS ARE LIKE *CAMPFIRE GIRLS!*

THIS WAS THE ONLY PLACE I COULD HIDE! THE ONLY PLACE I COULD BE FREE OF MY TORMENTORS! YOU WON'T DRIVE ME FROM HERE!

I CAN'T DODGE HIM *FOREVER!* MAYBE I CAN SURPRISE HIM WITH A SUDDEN *ATTACK!*

OOF! IT'S LIKE LANDING ON TOP OF A *ROCK PILE!!*

REACHING AROUND TO GRAB ME, EH? WELL, MY TRUSTY OL' *WEBBING* OUGHTTA STOP YOU--LIKE *THIS!*

OH *NO!!* HE TORE IT APART AS THOUGH IT WAS MADE OF *PAPER!*

I'LL SMASH YOU AGAINST THE CAVE WALL BEFORE YOU KNOW WHAT'S HAPPENED!!

NOT WHILE I HAVE MY TRUSTY *SPIDER SPEED*, YOU WON'T!

OKAY, HULK! I *TRIED* TO REASON WITH YOU-- TRIED TO EXPLAIN I'M NOT YOUR ENEMY!

BUT, IF IT'S A *FIGHT* YOU WANT, I'LL SHOW YOU THAT *SPIDER-MAN* ISN'T EXACTLY A WEAK-LING, EITHER !!

EVER BEEN SMACKED BY A GUY WITH THE PROPORTIONATE STRENGTH OF A *SPIDER*,?? WELL, TURNIP BRAIN, THERE'S ALWAYS A *FIRST* TIME!

OWWW! WHO AM I *KIDDIN'*?? MY FINGERS ARE *ACHIN'*-- AND HE DIDN'T EVEN BAT AN EYE!! THAT'S WHAT I *GET* FOR LOSIN' MY TEMPER!!

YOU CALL ME INSULTING NAMES! YOU THINK I'M A BRAINLESS! *FOOL!* IF YOU ONLY KNEW THE *TRUTH*!!

"*THE TRUTH*"! WHAT DOES HE MEAN BY--? *WHOOPS!* NO TIME FOR RIDDLES *NOW!*

YOUR SPEED WON'T SAVE YOU FOR LONG! REMEMBER-- YOU'LL SOON GET TIRED-- BUT THE *HULK* NEVER DOES!

HE'S RIGHT! I'VE GOTTA STOP KNOCKIN' MYSELF OUT AND START *THINKING!* *WAIT!* I'VE AN IDEA!

IF THIS DOESN'T WORK, IT'S "GOOD-BYE SPIDER-MAN!" BUT I'VE GOT TO CHANCE IT!

OKAY, HULK--LET'S SETTLE THIS NOW--MAN TO MAN!

YOU DON'T FOOL *ME!* YOU HAVE A *TRICK* IN MIND! BUT IT WON'T HELP YOU! *NOTHING* WILL!

HE WAS *RIGHT* BEFORE --HE *ISN'T* SO DUMB! BUT I CAN'T BACK DOWN NOW!

HE'S SWINGING! I'VE GOT TO TIME THIS *PERFECTLY* WITH MY SPIDER-SENSES!! CAN'T AFFORD TO MISS BY A SPLIT-SECOND!!

NOW! I'LL MOVE JUST ENOUGH TO DEFLECT THE BLOW! BUT HE MUSTN'T SUSPECT--!

WHEW! EVEN THOUGH HE HARDLY *TOUCHED* ME, IT'S THE HARDEST PUNCH I EVER FELT!!

THERE ARE *OTHERS* IN THE CAVE!! ONCE I'VE FINISHED *YOU*, I'LL DO THE SAME TO *THEM!*

IF IT'S ALL THE SAME TO *YOU*, HULK--I WISH YOU'D TACKLED THEM *FIRST!!*

THIS IS *IT!* I'LL LEAN AGAINST THE BOULDER--PRETEND TO BE STUNNED! HERE HE COMES--!!

IT *WORKED!!* I DODGED JUST IN TIME, AND THE FORCE OF HIS BLOW SHATTERED THE BOULDER LIKE A PANE OF GLASS!

NOW THAT I'M FREE TO SWING OUTSIDE AGAIN, *NOTHING* CAN STOP ME! I'M STILL THE FASTEST, MOST AGILE ONE OF ALL--AS LONG AS I'VE ROOM TO *MOVE!*

THERE'S THE GOBLIN! HE'S TRYING TO ESCAPE, TOO! HE'S DESERTING THE ENFORCERS, LIKE THE RAT HE IS!!

WELL, I'VE ALWAYS *WONDERED* WHAT WOULD HAPPEN IF A *SPIDER* TACKLED A RAT!!

SPIDER-MAN!

YOU SHOULD HAVE FLED WHILE YOU HAD THE CHANCE! HERE ON MY FLYING "*BROOM-STICK*" THE ADVANTAGE IS ALL *MINE!*

HE'S TRYING TO MANEUVER HIMSELF INTO POSITION TO BLAST ME WITH THOSE *JETS* OF HIS!

NORMALLY, I COULD OUT-MANEUVER HIM *EASILY*-- BUT THAT FIGHT WITH THE HULK TIRED ME MORE THAN I THOUGHT! MY ARMS AND LEGS FEEL LIKE WOOD--!

I'VE GOT TO LET GO! IF I *STAY* HERE, I'M FINISHED! RELAX, PETEY BOY-- GO LIMP-- FALL EASY-- LIKE A SPIDER!!

WELL, WELL! SPIDER-MAN PROVED EASIER TO DEFEAT THAN I WOULD HAVE GUESSED! HE FELL IN THAT SMALL SPRING, AND HASN'T COME UP *YET!* WHAT A TRIUMPH FOR THE *GREEN GOBLIN!*

BUT, THE *REAL* REASON SPIDER-MAN STAYS SUBMERGED IS BECAUSE THE DREADED *HULK* IS STILL SEARCHING FOR HIM!!

MY SPIDER-STAMINA ENABLES ME TO REMAIN WITHOUT AIR FOR *DOUBLE* THE TIME A HUMAN CAN ENDURE! AHH, THE HULK IS TURNING AWAY! HE DIDN'T SEE ME!

HE'S RETURNING TO HIS CAVE! *UH OH*--I JUST REMEMBERED--THE *ENFORCERS* ARE STILL IN THERE! IF HE FINDS THEM--!!!

I'M PROBABLY A *NIT-WIT* FOR RISKING MY NECK AGAIN LIKE THIS!!

BUT, EVEN THOUGH THEY'RE NOT EXACTLY MY BEST FRIENDS, I CAN'T STAND BY AND LET THE *HULK* GRAB THEM!

HE'S TAKING THE *LONG* WAY AROUND! WITH MY SPEED, I SHOULD BE ABLE TO TAKE THE *OTHER* FORK AND HAVE THEM *OUT* OF HERE BEFORE HE CAN REACH THE SPOT WHERE THEY ARE!

AS GOOD AS HIS WORD, THE AMAZING SPIDER-MAN EMERGES FROM THE CAVE A FEW SECONDS LATER...

JUST IN TIME! THAT LOOKS LIKE AN ARMY HELICOPTER HOVERING ABOVE! THEY'LL BE COMING DOWN TO INVESTIGATE IN A FEW SECONDS...!

BUT THERE'S NO NEED FOR *ME* TO HANG AROUND! ONCE THEY RECOGNIZE THE *ENFORCERS* THE REST WILL BE ROUTINE!

A SHORT TIME LATER, AT A PLUSH HOLLYWOOD SUITE OF OFFICES...

SORRY, B.J.! THE MOVIE'S A FIZZLE! THE *GREEN GOBLIN* FLEW AWAY--*SPIDER-MAN* VANISHED-- AND THE ARMY TURNED THE *ENFORCERS* OVER TO THE POLICE!

THEY CAN'T *DO* THIS TO B. J. COSMOS! CALL MY LAWYERS! WE'LL *SUE!*

WHO WILL WE SUE, B.J.??

WHAT'S THE *DIFFERENCE??* WE'LL *FIND* SOMEONE!

AND WE COULDN'T EVEN *SEARCH* FOR THE GREEN GOBLIN OR SPIDER-MAN BECAUSE THE *HULK* WAS SIGHTED IN THE AREA! NOBODY WOULD DARE REMAIN THERE!

THE HULK?!! DID YOU SAY *THE HULK??!* HOLD EVERY-THING--!! WHAT AN *INSPIRA-TION!!* HE'S EVEN BETTER THAN *SPIDER-MAN!* HE'S A GENUINE *MONSTER!* THE PUBLIC WILL *LOVE* HIM!

QUICK!! DRAW UP A *CONTRACT* FOR HIM!!!

BUT, B.J.--HOW CAN WE MAKE THE *HULK* SIGN A CONTRACT???

DON'T BOTHER ME WITH PETTY DETAILS!! I CAN SEE IT ALL NOW-- A CAST OF *THOUSANDS!!* WE'LL GET DORIS DAY TO SING THE HIT SONG BASED ON THE TITLE: *"THE HONEY AND THE HULK!"* WE'LL GET A HUNDRED DANCING GIRLS--!!

NOW HOP ON THE FIRST PLANE BACK THERE! DON'T COME BACK WITHOUT THE HULK'S NAME ON A CONTRACT! WELL, WHAT ARE YOU *WAITING* FOR!??

B-BUT B.J.--!!!

MR. COSMOS--I WANNA *TALK* TO YOU!! FROM NOW ON, YOU BETTER BE MORE CAREFUL ABOUT THE PEOPLE YOU HIRE!! ESPECIALLY YOUR *VILLAINS!*

SPIDER-MAN! SORRY, MY BOY, I CAN'T *USE* YOU ANYMORE! WE'VE STOPPED SHOOTING ON YOUR PICTURE! WE'RE GOING TO START A *NEW* SPECTACULAR! BUT, IF YOU'LL LEAVE YOUR PHONE NUMBER, PERHAPS WE'LL NEED SOME EXTRAS...

NOW *WAIT* A MINUTE! WHAT ABOUT OUR *CONTRACT* ??

DIDN'T YOU READ THE *FINE PRINT??* YOU DON'T GET ANY MONEY UNTIL THE PICTURE IS *COMPLETED!* SO, IF WE DON'T COMPLETE IT, I DON'T OWE YOU ANYTHING! BUT, I'LL PAY YOU YOUR *EXPENSES!*

YOU'RE NOT RELATED TO J. JONAH JAMESON BY SOME CHANCE, ARE YOU?

THERE'S YOUR EXPENSE MONEY, SPIDER-MAN! DON'T CALL US-- WE'LL CALL YOU!

AT LEAST IT'S ENOUGH TO PAY MY FARE BACK TO NEW YORK! OH WELL, THAT'S SHOW BIZ!

AND SO...

BY TAKING A BUS, I'LL SAVE ENOUGH TO BE ABLE TO GIVE SOME MONEY TO AUNT MAY!

I WONDER IF ANY OTHER MASKED SUPER-HEROES HAVE TO WORRY ABOUT PINCHING PENNIES THE WAY I DO?? AW, NUTS..!

NO SMOK

ALL ABOARD FOR NEW YORK!

BUT, USING HIS "FLYING BROOMSTICK", THE MYSTERIOUS **GREEN GOBLIN** REACHES THE EASTERN METROPOLIS A FEW HOURS AHEAD OF SPIDER-MAN, AND GLIDES TO A SMOOTH LANDING IN HIS MURKY HIDEOUT...

TOO BAD MY LITTLE SCHEME BACKFIRED!

I NEVER THOUGHT SPIDER-MAN COULD DEFEAT ALL THREE OF THEM!

ONCE THE ENFORCERS HAD HELPED ME DEFEAT SPIDER-MAN, I INTENDED TO ORGANIZE A WORLD-WIDE CRIME SYNDICATE, WITH THEM AS MY LIEUTENANTS!

MY **BIGGEST** MISTAKE WAS NOT REALIZING THAT THE AREA I CHOSE FOR THE BATTLE WAS THE **HULK'S** STAMPING GROUNDS!! IT WAS **HE** WHO TURNED THE TIDE AGAINST ME!

IT JUST PROVES HOW **HARD** IT IS TO MAKE A CAREER OF CRIME! YOU NEVER CAN THINK OF **EVERYTHING!**

BUT, MY TRUE IDENTITY IS STILL MY OWN SECRET--AND MY POWER IS STILL UNDIMINISHED! SO I'LL WAIT FOR MY NEXT OPPORTUNITY, AND STRIKE **AGAIN!** THE WORLD HASN'T HEARD THE LAST OF --**THE GREEN GOBLIN!!**

AND, A SHORT TIME LATER, A QUIET, THOUGHTFUL TEEN-AGER LEAVES A BUS AT A MIDTOWN TERMINAL AND SLOWLY HEADS FOR THE SUBWAY, WONDERING WHAT NEW SURPRISES AN UNPREDICTABLE FATE HOLDS IN STORE FOR HIM--

THE GREEN GOBLIN IS **SOMEWHERE** IN THE CITY-- MY SPIDER-INSTINCT CAN SENSE IT! BUT **WHERE?** HE COULD BE ANY PLACE! HE COULD BE ANY-ONE! I MUST NEVER RELAX MY GUARD!!

THE END

BUT, ALTHOUGH HE DOESN'T YET SUSPECT IT, OUR YOUNG HERO WILL HAVE A FAR **DIFFERENT** ARCH-FOE TO BATTLE BEFORE THE GREEN GOBLIN AGAIN APPEARS! AND, WE'LL TELL YOU ALL ABOUT IT **NEXT** ISSUE-- SO **BE** HERE!! WE HATE TALKING TO OURSELVES!!

the AMAZING SPIDER-MAN

MARVEL COMICS GROUP 12¢

APPROVED BY THE COMICS CODE AUTHORITY

IND.

15 AUG.

"KRAVEN, THE HUNTER!"

SO YOU THINK THERE ARE NO NEW TYPES OF SUPER-VILLAINS LEFT FOR OL'SPIDEY TO BATTLE, EH? WELL, YOU'VE GOT A SURPRISE COMING!! HERE'S ONE OF THE NEWEST AND GREATEST OF ALL...

SPECIAL GUEST STAR: RE-INTRODUCING ONE OF THE FIRST FOES SPIDER-MAN EVER FOUGHT!

THE CHAMELEON

"KRAVEN THE HUNTER"

SPIDER-MAN

OKAY, GROUP... THE PARTY'S OVER! IN CASE YOU HAVEN'T HEARD, THERE'S A LITTLE OL' LAW AGAINST ORGANIZING BANK ROBBERY GANGS IN THIS TOWN!

WE'RE *TRAPPED!* IT'S *SPIDER-MAN!* HE MUST HAVE BEEN SHADOWING US OUT THERE-- LISTENING TO OUR PLANS!

FOR ANY OF YOU WHO MAY HAVE BEEN LIVING IN ANOTHER GALAXY FOR THE PAST TWO YEARS, WE'LL EXPLAIN THAT THIS IS SPIDER-MAN... AND THIS IS CERTAINLY THE MOST EXCITING SPIDEY ADVENTURE WE'VE EVER PRESENTED! (*SINCE THE LAST ONE!*) IT'S GOT VILLAINS, HEROES, ACTION, A MISH-MASH OF EVERY-THING--AND IT'S TOLD IN THE MARVEL MANNER! 'NUFF SAID!

WRITTEN BY:
STAN LEE
(BECAUSE WE COULDN'T AFFORD MICKEY SPILLANE)

ILLUSTRATED BY:
STEVE DITKO
(BECAUSE PICASSO WAS OUT OF TOWN)

LETTERED BY:
ART SIMEK
(BECAUSE HIS NAME FITS THIS SPACE)

HOLD IT, BOYS! WHERE ARE YOUR MANNERS? I'M NOT THRU WITH YOU YET!

LET'S GET OUTTA HERE!

IT'S NO USE! HE GOT US! HE HAS A WEB HERE, BLOCKING THE DOORWAY!

NOW IF YOU'LL ALL LINE UP LIKE GOOD LITTLE SOLDIERS, I'LL REMOVE MY WEBBING AND MARCH YOU DOWN TO HEADQUARTERS! SO FALL IN!

THAT'S FUNNY-- I COULD HAVE SWORN THERE WERE FOUR OF THEM!

IF I CAN LAND ON THAT AWNING BELOW, I MAY ESCAPE YET! HE DOESN'T SUSPECT WHO I REALLY AM!

MADE IT! NOW TO RELEASE MY SPECIAL CHEMICAL GAS TO INSTANTLY CHANGE THE COLOR OF MY SUIT!!

AND, FOR A FINAL TOUCH, I'LL PUT ON MY SPARE HAT AND EXTEND MY ADJUSTABLE TELESCOPING CANE!

NOW, I CAN CALMLY WALK RIGHT BACK PAST HIM! HE'LL NEVER SUSPECT THAT I'M HIS OLD ENEMY--THE CHAMELEON!*

THERE WERE FOUR OF THEM-- I'M SURE OF IT! BUT IT LOOKS AS THOUGH THE LEADER GOT AWAY! THERE'S NO ONE BELOW EXCEPT THAT OLD MAN WITH A CANE...

*FIRST INTRODUCED IN SPIDER-MAN#1--EDITOR.

A SHORT TIME LATER, BEHIND THE BOLTED DOOR OF HIS APARTMENT, THE ELUSIVE CHAMELEON REMOVES ONE OF HIS MANY INGENIOUS MASKS...

I CAN SEE THAT SPIDER-MAN IS NOW MORE DANGEROUS TO ME THAN EVER! SO LONG AS HE LIVES, MY SECURITY WILL BE IN DANGER!

I STILL REMEMBER WHAT A DANGEROUS FOE HE WAS WHEN I FIRST FOUGHT HIM-- AND HE WAS JUST BEGINNING HIS CAREER AT THAT TIME! EVEN IN MY SPECIALLY-PREPARED HELICOPTER I COULDN'T ESCAPE HIM!

AFTER I WAS ARRESTED AS A SPY AND DEPORTED, I LIVED IN EXILE ALL THIS TIME! BUT NOW THAT I'VE RETURNED TO RESUME MY CRIME CAREER, I FIND SPIDER-MAN *STILL* THREATENS ME! HE MUST BE DISPOSED OF!! BUT-- BY *WHOM???*

HE'S TOO DANGEROUS FOR *ME* TO TACKLE--AND NO ONE *ELSE* WOULD BE FOOLHARDY ENOUGH TO ATTACK HIM JUST FOR *MY* BENEFIT!

WAIT!! I'M WRONG!! THERE *IS* A MAN TO DO THE JOB!! A MAN WHO'D *RELISH* THE TASK! MY OLD FRIEND--*KRAVEN*, THE *HUNTER!* THE MOST DANGEROUS STALKER ON EARTH!!

I'LL SEND HIM A WIRE *IMMEDIATELY!*

A WEEK LATER, AT THE EDITORIAL OFFICES OF THE *DAILY BUGLE*, PUBLISHER J. JONAH JAMESON STORMS THRU HIS DOORWAY, AND AWAY WE GO--!

GRAB YOUR STENO BOOK, MISS BRANT! THE BIGGEST STORY OF THE YEAR IS ABOUT TO BREAK AT THE PIER! *KRAVEN*, THE *HUNTER* IS ARRIVING FROM AFRICA!

CALL PARKER! HAVE HIM MEET US THERE WITH HIS CAMERA!

YES SIR! OF COURSE! BUT--WHO *IS* KRAVEN THE HUNTER, MR. JAMESON??

KRAVEN IS A LIVING LEGEND! THE GREATEST HUNTER OF ALL TIME! HE'S TRAPPED AND DEFEATED EVERY TYPE OF BEAST THAT LIVES--AND ALWAYS SINGLE-HANDED!

HI, BETTY! I GOT YOUR MESSAGE, SO HERE I AM!

PETE! I'M SO GLAD TO-- OH! DID YOU COME WITH-- *HER??*

LOOK! PETER PARKER IS HERE! HE MUST HAVE COME TO GET A LOOK AT KRAVEN, ALSO!

WELL, HAPPY DAY!

OH, PETE, ISN'T IT *THRILLING??* KRAVEN THE HUNTER HAS NEVER BEEN SEEN IN NEW YORK BEFORE!!

EH, YES, LIZ-- SURE! HAVE YOU, EH, MET BETTY BRANT??

NO, PETER! WE HAVEN'T HAD THE *PLEASURE!*

PARKER! THIS ISN'T A MEETING OF THE LONELY HEART'S CLUB!! YOU'RE HERE TO TAKE PICTURES OF KRAVEN! LOOK ALIVE-- HE'S *COMING!*

THERE HE *IS!!*

ISN'T HE *HANDSOME?!!*

SO BIG--SO POWERFUL-- SO RUGGED-LOOKING!

THEY SAY HE CAN DEFEAT ANYTHING THAT LIVES--WITH HIS BARE HANDS!!

MR. KRAVEN--***WAIT!*** I'M J. JONAH JAMESON! I WANT AN EXCLUSIVE INTERVIEW WITH YOU! I'M WILLING TO PAY YOU MORE THAN--***WAIT!***

NOT INTERESTED! I'M A ***HUNTER!*** I CAME HERE TO HUNT THE MOST DANGEROUS GAME OF ALL!

SUDDENLY, A FEARFUL CRY RINGS OUT--!!

THE LOADING CRANE SNAPPED!! THE CAGES FELL!! RUN--***RUN!***

THE BEASTS ARE LOOSE!! RUN FOR YOUR LIVES!!

WHILE THE CROWD FLEES IN CONFUSION, ONE FIGURE DASHES BEHIND SOME CONCEALING CRATES, TO EMERGE SECONDS LATER AS--***THE AMAZING SPIDER-MAN!***

CAN'T LET THOSE RAMPAGING ANIMALS HURT ANY INNOCENT PEOPLE! HOPE I CAN ROUND THEM ALL UP IN TIME!!

IT'S A GOOD THING I WAS HERE! NO ONE ELSE COULD MOVE AS QUICKLY, OR AS--***HEY!!*** HOW'D ***HE*** GET THERE FIRST??

BEFORE SPIDEY CAN REACH THE SPOT, HIS INCREDULOUS EYES WITNESS THE GREATEST HUNTER OF ALL TIME AS HE LEAPS INTO ACTION--

FAST AS THE COBRAS ARE, THEIR SPEED IS NO MATCH FOR ***MINE!***

HURRY, MR. KRAVEN! THE ***GORILLAS*** ARE RUNNIN' WILD!

I DEFEATED THEM BEFORE IN THE JUNGLE--AND I CAN DO IT AGAIN NOW! ALL IT TAKES IS JUST THE RIGHT BLOW ON JUST THE RIGHT NERVE CENTER!

CAN'T GET CLOSE ENOUGH TO THE OTHER ONE TO THROW MY KNOCKOUT PUNCH!! I'LL HAVE TO RESORT TO SOMETHING *ELSE!*

I'LL USE THE TRANQUILIZING DRUG WHICH I KEEP IN ONE OF MY BELT TUSKS, TO QUIET HIM DOWN! THEN, HE'LL BE EASY TO HANDLE!

HOLY SMOKE!! THAT GUY KRAVEN IS A REGULAR ONE-MAN *ARMY!* NO *WONDER* HE'S SO DOG-GONE FAMOUS!

THE WAY *HE'S* HANDLIN' THOSE BEASTS, *I'M* ABOUT AS NECESSARY AS A BOUNCER AT THE POLICEMAN'S BALL!

WOW! BESIDES EVERYTHING *ELSE*, HE'S A MASS OF *MUSCLES!* LOOK AT THE WAY HE'S *LIFTING* THAT GORILLA!! HE MUSTA PLAYED MARBLES WITH *BARBELLS* WHEN HE WAS A KID!

THEN, SEEING THAT KRAVEN HAS EVERYTHING UNDER CONTROL, SPIDEY RUSHES BACK TO THE CONCEALING CRATES, AND CHANGES TO PETER PARKER AGAIN...

I'D BETTER GET BACK TO J. JONAH!! OL' HATCHET FACE IS PROBABLY HAVING CONNIPTION FITS WONDERING WHERE I AM!

THIS WAS OUR LUCKY DAY, PARKER! I'LL PLASTER YOUR PICTURES OF KRAVEN BATTLING THOSE ESCAPED ANIMALS ALL OVER THE FRONT PAGE! LET'S GO BACK AND GET THEM DEVELOPED NOW!

P-PICTURES!! *OH NO!!* IN ALL THE EXCITEMENT--I CLEAN FORGOT TO *SNAP* ANY!!

YOU DIDN'T SNAP THEM?!?!! TELL ME I'M *HEARING* THINGS! TELL ME IT'S ALL A BAD DREAM! TELL ME IT NEVER HAPPENED!

YOUR TIE IS CROOKED, PETEY! LET ME *FIX* IT FOR YOU!

YES, *"PETEY"!* LET HER FIX IT FOR YOU!!!

SOMETHING TELLS ME THIS JUST ISN'T MY DAY!

LIZ, IF YOU WANT PARKER TO GET A FAT LIP, JUST KEEP THAT UP!

LOOK, MR. JAMESON --I'M AWFULLY SORRY! I GUESS I MUST HAVE--

GET LOST, USELESS! I'LL HAVE A TALK WITH YOU LATER!

MR. KRAVEN, I'D LIKE TO ASK YOU WHAT YOU'RE GOING TO HUNT HERE?? THERE AREN'T ANY WILD BEASTS RUNNING LOOSE THAT I KNOW OF!

YOU'RE WRONG! THERE IS ONE WHO SEEMS TO BE MORE BEAST THAN HUMAN-- HE WILL BE MY GREATEST CONQUEST--

THE MOST DANGEROUS GAME IN THE WORLD IS--MAN!! AND I SHALL HUNT THE MOST DANGEROUS MAN OF ALL--THE ONE WHO CALLS HIMSELF--SPIDER-MAN!

HE'S GONNA HUNT ME!!?? OH BROTHER!! I HAD A FEELING I SHOULDA STAYED IN BED TODAY!

I CAN'T SAY IT ISN'T AN INTRIGUING IDEA, MR. KRAVEN! BUT YOU KNOW THERE ARE LAWS AGAINST THINGS LIKE THAT! YOU CAN'T JUST TRACK DOWN A HUMAN BEING IN THIS COUNTRY...

WE SHALL SEE ABOUT THAT, MR. JAMESON-- WE SHALL SEE!

THAT CHARACTER ISN'T KIDDIN'! SOMETHING TELLS ME THERE'S MORE TO ALL THIS THAN WOULD APPEAR ON THE SURFACE! BUT WHAT? WHAT'S HIS REAL REASON FOR WANTING TO HUNT ME?

COME ALONG, MISS BRANT! WE'RE NOT ON AN OUTING!

BETTY-- I'D LIKE TO EXPLAIN ABOUT LIZ--

THERE'S NO NEED TO EXPLAIN, "PETEY"! EVERYTHING IS QUITE CLEAR, "PETEY"!

FOR CRYIN' OUT LOUD, LIZ! HOW CAN YOU WASTE TIME ON PUNY PARKER WHEN I'M AROUND??

YOU MUSCLE-BOUND GOOP! YOU WOULDN'T UNDERSTAND IF I TOLD YOU!!

FINALLY, AFTER THE CROWD HAS THINNED OUT AND THINGS RETURN TO NORMAL...

BOY! WHEN I USED TO READ COMIC MAG ADVENTURES OF SUPER HEROES, I ALWAYS DREAMED ABOUT HOW GREAT IT WOULD BE IF I COULD BECOME ONE!

MOVE IT, BUB! YOU'RE BLOCKIN' PROGRESS!

IT'S GREAT, ALRIGHT-- FOR EVERYONE EXCEPT SPIDER-MAN! AW, NUTS!

BUT NOW, LET US RETURN TO THE HIDEOUT OF THE CHAMELEON, WHERE WE FIND...

I'VE COLLECTED ALL THE DATA AND INFORMATION ABOUT SPIDER-MAN THAT I COULD FIND! IT'S MADE UP OF NEWSPAPER REPORTS, MAGAZINE ARTICLES, AND FIRSTHAND INTERVIEWS WITH PEOPLE WHO'VE SEEN HIM!

GOOD! I WANT TO KNOW EVERY-THING ABOUT MY QUARRY! IT WILL MAKE THE HUNT THAT MUCH MORE INTERESTING!

SPIDER-MAN

DON'T UNDER-ESTIMATE HIM, KRAVEN! REMEMBER, HE'S NO SIMPLE JUNGLE BEAST...

AND *YOU* REMEMBER, MY FRIEND, THAT *I* AM NO ORDINARY HUNTER! I POSSESS UNDREAMED-OF STRENGTH AND SPEED, WHICH I OBTAINED BY DRINKING A SECRET POTION, STOLEN FROM THE WITCH-DOCTOR OF A HIDDEN AFRICAN TRIBE! WITH BUT ONE PUNCH, I CAN STOP THE CHARGE OF A BULL ELEPHANT!

NOT LONG AFTERWARDS, A DRAMATIC FIGURE PROWLS THE ROOFTOPS OF NEW YORK, OBSERVING THE VAST PANORAMA THAT LIES BELOW...

I'VE GOT TO TAKE SOME TERRIFIC NEWS PHOTOS IN ORDER TO GET BACK IN J. JONAH'S GOOD GRACES! IF ONLY--

CRACK!

A SHOT!

THERE'S A WATCHMAN TIED UP ON THE FLOOR BELOW! IT MUST HAVE BEEN *HIS* WARNING SHOT I HEARD!

HOLD IT, BOYS! YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN WANTS TO TALK TO YOU!

HE CAN'T STOP US *ALL!! GET 'IM!* HE'S ONLY ONE GUY!! HE-- *UGHH!*

CORRECTION! I'M ONLY ONE *SPIDER-MAN*-- THAT MAKES A BIG DIFFERENCE!

ROCKY! NAILS! PEE-WEE! DON'T JUST *STAND* THERE!! *RUSH* 'IM!! IF WE ALL TACKLE 'IM, WE'LL-- UGNNNHH!!

NICE TRY, FELLAS! TOO BAD YOUR *SKILL* DOESN'T MATCH YOUR ENTHUSIASM!!

WHERE'D HE *GO*??

WATCH WHO YOU'RE *SWINGIN'* AT, YOU *NUT!*

AS THE FIGHT PROGRESSES, A SILENT, LEERING FIGURE WATCHES IT FROM A SHORT DISTANCE AWAY...

IT WAS VERY CLEVER OF THE *CHAMELEON* TO ORDER THOSE UNSUSPECTING FOOLS TO ATTEMPT A MIDNIGHT BURGLARY-- I ALWAYS STUDY MY PREY IN ACTION BEFORE I BEGIN THE HUNT!

I NEED HAVE NO FEAR--HE *WILL* BE A WORTHY FOE! HE HAS SPEED--SKILL--AND DARING!

AND NOW I SHALL SEE HOW QUICKLY HE THINKS IN EMERGENCIES! HIS OPPONENTS SEEM TO HAVE HIM *TRAPPED*--!!

HE'S *CORNERED*! C'MON--*RUSH HIM*!

NOW'S OUR CHANCE TO FINISH HIM OFF!

LOOK OUT! HE'S STARTIN' TO FLIP HIMSELF UP OVER US!!

HOW DOES HE *DO* IT?? HE'S STANDIN' ON THE SIDE OF THE WALL!! CAN'T *REACH* 'IM!!

BUT, FROM MY LITTLE VANTAGE POINT UP HERE, *I* CAN REACH *YOU*--SEE WHAT I MEAN??

NOW *LOOK*! AFTER ALL MY TROUBLE, DO YOU THINK I'M GONNA LET YOU RUN *AWAY* SO EASILY??

QUICK! WE'LL DUCK AROUND THIS CEMENT BLOCK, AND--

HEY!! HOW'D HE GET OVER *HERE*???

MIGHT AS WELL WRAP IT UP NOW! MY AUTOMATIC CAMERA HAS TAKEN ALL THE PIX I NEED!

OKAY, KIDDIES! YOU MUST ALL BE GETTIN' *TIRED* AFTER SUCH A STRENUOUS PLAYTIME, SO YOU'D BETTER TAKE A LITTLE NAP UNTIL THE POLICE GET HERE!

NOW *THAT* WAS A PLEASANT WAY TO SPEND A FEW IDLE MINUTES!

IT'S ABOUT TIME *SOMETHING* I DID TURNED OUT RIGHT! I WAS BEGINNING TO FEEL LIKE A WALKING *JINX*!

BUT, AS HE SWINGS PAST A NEARBY ROOFTOP, SPIDEY'S SPIDER-SENSE DETECTS ANOTHER PRESENCE--AN *EVIL* PRESENCE--AND SO--

GREETINGS, SPIDER-MAN! I'VE BEEN LOOKING FORWARD TO OUR FIRST MEETING--WHICH SHALL ALSO BE YOUR *LAST* MEETING WITH *ANYBODY!*

KRAVEN !!

AH, YOU *KNOW* ME! HOW UNUSUAL! IT ISN'T OFTEN THAT MY DEFEATED JUNGLE FOES KNOW THE NAME OF THE ONE WHO VANQUISHED THEM!

WHAT'S THE ANGLE, MISTER?? HOW COME YOU'RE ANTI-SPIDER-MAN??

I AM A *HUNTER!!* HUNTING IS MY ENTIRE LIFE! BUT, THERE WERE NO MORE GOALS FOR ME TO STRIVE FOR--UNTIL I LEARNED OF *YOU!* YOU SHALL BE MY GREATEST TRIUMPH!!

YOU DIDN'T *EXPECT* ME TO BE SO FAST!

BOY! *NOW* I'M IN FOR IT! HE'S THE *WORST* KIND OF ENEMY--A NUT WHO FIGHTS YOU JUST FOR THE SHEER *FUN* OF IT!--*UGHHHH!*

THIS IS WHAT I WAS *AFRAID* OF! YOU'RE TOO *EASY* TO DEFEAT!

AND NOW I'LL END YOUR CAREER FOREVER WITH MY SMASHING NERVE PUNCH--THE SAME PUNCH THAT CAN DOWN A FULL-GROWN CHARGING RHINO!

I'VE GOT TO *TURN*--BLOCK IT WITH MY *SHOULDER* --*OHHHH!*

GOOD! YOU SAVED YOURSELF! BUT, ONLY FOR A MINUTE! NOW I'LL--*WHA--?!!!*

MY SHOULDER WENT *NUMB!* CAN'T AFFORD TO GIVE HIM A SECOND CHANCE!

OKAY, BUSTER--IF IT'S A REAL *FIGHT* YOU WANT--!

HE'S STRONGER THAN I *THOUGHT!* EVEN WITH *ONE* HAND HE'S BEATING ME! I CAN'T DEFEAT HIM *FAIRLY,* BUT--

IF I CAN MANAGE TO NICK HIM WITH ONE OF MY SPECIAL POTION WEAPONS--

HEY! SOMETHING *SCRATCHED* ME! YOU'RE NOT GONNA BEAT ME LIKE *THAT,* KRAVEN!

AHH-- I *DID* IT!

I-I FEEL KINDA WOOZY! THAT WAS *MORE* THAN A SIMPLE SCRATCH! HE GOT SOME SORT OF *POTION* IN MY BLOODSTREAM!! BUT WHAT *WAS* IT??

THEN, AS SPIDER-MAN RELEASES HIS SAVAGE FOE FOR AN INSTANT, KRAVEN RACES AWAY, WITH A TRIUMPHANT CRY RINGING FROM HIS SNEERING LIPS...

I'VE *WON,* SPIDER-MAN! MY POTION WILL WEAKEN YOU ENOUGH FOR ME TO BEAT YOU ANY TIME I DESIRE! BUT, I'LL *PROLONG* MY ENJOYMENT! I'LL FINISH YOU OFF *ANOTHER* TIME!

I'LL *LET* HIM GO FOR NOW! I'VE GOT TO CLEAR MY HEAD--!!

I'M GETTING DIZZIER BY THE MINUTE! I'LL JUST GRAB MY CAMERA FROM WHERE I LEFT IT, AND TRY TO MAKE IT HOME!

FOR THE NEXT FEW MINUTES, THE AMAZING TEEN-AGER SLOWLY AND CAUTIOUSLY HUGS THE ROOF-TOPS ON HIS JOURNEY HOME, AND THEN FINALLY...

=WHEW!= MY *SHOULDER* IS GETTING BACK TO NORMAL NOW, BUT I CAN'T LOSE THIS DIZZINESS!

AND NOW MY *HANDS* HAVE STARTED TO TWITCH!! I CAN'T MAKE THEM STOP! NO *WONDER* KRAVEN IS SUCH A SUCCESSFUL HUNTER IF HE USES POTIONS SUCH AS THOSE!!

WELL, MAYBE I'LL BE OKAY AGAIN IN THE MORNING, AFTER A GOOD NIGHT'S SLEEP! I'VE GOT A HUNCH I'M GONNA *NEED* ALL THE STRENGTH AND POWERS I'VE GOT!

AND, IN ANOTHER PART OF TOWN...

I DON'T *GET* IT, KRAVEN! YOU SAY HE'S FAR STRONGER, FAR MORE DANGEROUS THAN YOU THOUGHT--AND YET YOU'RE *HAPPY* ABOUT IT!

OF *COURSE* I AM! HE'S THE KIND OF FOE I'VE ALWAYS *WANTED* --ONE TO TEST MY METTLE TO ITS FULLEST! WHAT A *TRIUMPH* THIS WILL BE FOR ME! HOW *SWEET* WILL BE THE FRUITS OF MY VICTORY!

NOW, MY MANY-FACED FRIEND, LET US PLAN OUR *NEXT* DEADLY TRAP FOR SPIDER-MAN! THE THRILL OF THE HUNT IS MAKING MY BLOOD BOIL WITH ANTICIPATION!

I CHOSE *WELL* WHEN I PICKED YOU! YOU'RE EVEN MORE MERCILESS--MORE DANGEROUS THAN I REMEMBERED!

THE NEXT MORNING...

I CAN'T WAIT TO SEE IF I'VE RECOVERED FROM KRAVEN'S POTION!

I SEEM TO *FEEL* OKAY--I'M AS NIMBLE AS EVER --BUT--

--I HAVEN'T LOST THE *SHAKES!* MY HANDS ARE STILL TWITCHING!! WHAT DOES IT *MEAN??* HOW LONG WILL IT LAST???

THERE'S AUNT MAY TALKING WITH ONE OF OUR NEIGHBORS! I'LL TRY TO GULP DOWN MY BREAKFAST AND LEAVE BEFORE SHE CAN NOTICE MY SHAKING HANDS!!

IT WAS SO NICE OF YOU TO DROP IN, DEAR! I'LL GIVE HIM YOUR MESSAGE!

GOOD MORNING, PETER DEAR! I'VE GOT SOME *GOOD NEWS* FOR YOU!

UH OH! I'M TOO LATE!

I'VE ARRANGED A *DATE* FOR YOU WITH A LOVELY GIRL!

A BLIND DATE!! OH, BROTHER! THAT'S *ALL* I NEED!!

SHE'S A NIECE OF OUR NEIGHBOR, MRS. WATSON! AND SHE'D JUST *LOVE* TO MEET YOU, PETER!

I APPRECIATE IT A LOT, AUNT MAY --BUT--

NO "*BUTS*" ABOUT IT, PETER PARKER! IT'S TIME YOU BEGAN TO THINK SERIOUSLY ABOUT YOUR *FUTURE!* YOU'LL WANT A GIRL WHO'LL MAKE A GOOD HOUSEWIFE -- SOMEONE LIKE MRS. WATSON'S NIECE!

OKAY, AUNT MAY! WE'LL TALK ABOUT IT LATER! I'VE GOT TO SEE MISTER JAMESON NOW!

I HOPE YOU'RE WEARING YOUR WINTER WEIGHT SUIT, PETER DEAR! THERE'S STILL A NIP IN THE AIR, AND YOU KNOW HOW FRAGILE YOU ARE!

THANK GOODNESS SHE DIDN'T NOTICE MY SHAKING HANDS!

A FEW MINUTES LATER, AT THE DAILY BUGLE...

THE SHAKING HAS ALMOST ALL STOPPED! MAYBE THE FRESH AIR IS GOOD FOR IT! ANYWAY, I HOPE BETTY ISN'T STILL MAD AT ME! WELL, THERE'S ONLY ONE WAY TO FIND OUT...

HI, BETTY! YOU LOOK LOVELIER THAN EVER TODAY!

WHY, HEL-LO, PETEY-WETEY! HERE, LET ME FIX YOUR LITTLE TIEZY-WIEZY, PETEY!

AWW, CUT IT OUT, BETTY! YOU KNOW THAT I *HATE* BEING CALLED "PETEY"!

REALLY, ***MISTER PARKER***?? I DIDN'T NOTICE YOU TELLING THAT EMPTY-HEADED BLONDE SCHOOL-GIRL NOT TO CALL YOU PETEY!!

OF ***COURSE*** I DIDN'T TELL HER! WHAT DO I CARE ***WHAT*** SHE CALLS ME?? ***SHE*** DOESN'T MEAN ANY-THING TO ME!

BOY! FEMALES MUST HAVE ORIGINALLY BEEN INTENDED FOR ANOTHER PLANET!! I THINK-- ***HEY!!*** WHAT'S ***HE*** DOING HERE??!

YOU HAVE MY ***WORD***, JAMESON! SPIDER-MAN'S DAYS ARE NUMBERED!

KRAVEN! WITH JAMESON! WHAT DOES IT MEAN??

REMEMBER--IT HAS TO BE PERFECTLY ***LEGAL!*** MUCH AS I HATE SPIDER-MAN, I WON'T STAND FOR ANYTHING THAT VIOLATES THE ***LAW!***

WATCH YOUR TONE OF VOICE, JAMESON! YOU'RE TALKING TO ***KRAVEN THE HUNTER!*** ***NOBODY*** DICTATES TO ***ME!***

WHAT COULD THEY HAVE BEEN COOKING UP?? AND WHY DOES KRAVEN LOOK SO ***CONFIDENT***?? AS THOUGH HE HAS A FOOL-PROOF SCHEME OF SOME SORT!!

AFTER KRAVEN DEPARTS, A TROUBLED PETER PARKER HANDS J. JONAH JAMESON PRINTS OF THE CRIME PHOTOS HE HAD TAKEN THE DAY BEFORE, AND THEN...

THESE PIX AREN'T BAD, PARKER--BUT WHO CARES ABOUT PUNKS LIKE THESE? I WANT PICTURES OF ***SPIDER-MAN*** IN ACTION-- OR OF ***KRAVEN***--GET ME??

SURE! I'LL ***GET*** THEM FOR YOU!

I'VE GOT TO GET PHOTOS OF MY NEXT BATTLE WITH KRAVEN-- IF I MANAGE TO LIVE ***THRU*** IT!

PETER--?

HE SEEMS TO HAVE FORGOTTEN ALL ***ABOUT*** ME! WHAT CAN BE WRONG?

LATER, IN HIS SCIENCE CLASS AT SCHOOL...

I DON'T GET IT! WHAT MAKES KRAVEN SO CONFIDENT THAT HE CAN BEAT ME?? THE SUSPENSE IS GETTING ON MY NERVES!

THEN, SUDDENLY...

OH ***NO!!*** MY HANDS STARTED ***SHAKING*** AGAIN!! I COULDN'T EVEN HOLD THAT TEST TUBE!

HEY! WHAT'S WITH PUNY PARKER??

I NEVER ***SAW*** PETER PARKER THAT WAY BEFORE! HE LOOKS LIKE HE'S ALL THUMBS!

THIS IS ***AWFUL!*** CAN'T HOLD ON TO A ***THING!***

FOR GOOD-NESS SAKE! HOW ***CLUMSY*** CAN YOU BE?!!

I'M SURPRISED AT YOU, PARKER! YOU, OF ALL PEOPLE! NOW YOU BETTER CLEAN THIS MESS UP, AND BE QUICK ABOUT IT!

YES SIR, MISTER WARREN! I'M SORRY, SIR! DON'T KNOW WHAT GOT INTO ME!

LOOKS LIKE YOU WERE RIGHT ABOUT TEACHER'S PET, FLASH! HE'S FINALLY CRACKIN' UP!

SURE! THOSE EGG-HEADS ARE ALL THE SAME! SOONER OR LATER ALL THAT STUDYIN' CATCHES UP WITH 'EM!

YOU TELL 'IM, FLASH!

IF YOU ASK ME, HE'S ALL SHOOK UP SINCE YOU TOLD HIM YOU'D PASTE 'IM ONE IF HE DIDN'T STAY AWAY FROM YOUR GIRL LIZ! YOU KNOW WHAT A COWARD HE IS!

YEAH! HE'S REAL BIG IN THE GREY-MATTER DEPARTMENT, BUT HE WASN'T AROUND WHEN THEY HANDED OUT BACK BONES!

FLASH THOMPSON, YOU'VE NO RIGHT TO TALK ABOUT PETER THAT WAY! ANYBODY CAN BE A LOUD-MOUTH LIKE YOU-- BUT IT TAKES BRAINS TO BE SMART!

I AGREE WITH LIZ!

LATER, AFTER SCHOOL IS OUT...

DON'T STRAIN YOUR EYES, PARKER! I WANT 'EM IN GOOD SHAPE WHEN I BLACKEN THEM FOR YOU!

LOOK HOW HE'S TRYIN' TO PRETEND HE DOESN'T HEAR YOU, FLASH! BUT HE CAN'T FOOL US!

WOW! LOOK AT THE HEADLINE JAMESON PLASTERED ALL OVER HIS FRONT PAGE! HE AND KRAVEN MUST HAVE COOKED UP SOMETHING AGAINST ME!

DAILY BUGLE FINAL

"DEFEAT OF SPIDER-MAN IMMINENT" SAYS KRAVEN

AND, AS THE EVENING WEARS ON...

PETER DEAR, YOU JUST MUSTN'T STUDY SO HARD! YOU'LL TIRE YOURSELF OUT! NOW YOU JUST GET INTO BED AND GET A GOOD NIGHT'S SLEEP!

I WILL, AUNT MAY! I WAS JUST FINISHING UP! THANKS FOR COMING UP TO SEE ME!

I CAN'T TELL HER-- BUT I'VE BEEN WONDERING-- IF KRAVEN DOES DEFEAT ME-- WHAT WILL BECOME OF AUNT MAY?? HOW WILL SHE MANAGE WITHOUT ME?

BUT, NO SOONER DOES HIS DOTING AUNT LEAVE THE ROOM, THEN THE BRILLIANT TEEN-AGER GETS AN IDEA...

I'VE GOT IT! I'LL FIND A WAY TO PUT MY SPIDER-TRACER* ON KRAVEN! THEN I'LL ALWAYS KNOW JUST WHERE HE IS-- IF HE'S ABOUT TO ATTACK ME!

*SPIDER-TRACER FIRST USED IN SPIDER-MAN#11--EDITOR.

BUT, AFTER CHANGING TO SPIDER-MAN, THE AMAZING ADVENTURER LEARNS THAT HIS PLAN WILL NOT BE SO EASY TO CARRY OUT...

DARN THESE SHAKING HANDS OF MINE!! I CAN'T KEEP STEADY ENOUGH TO USE MY WEB ACCURATELY!

THE ONLY THING TO DO IS LEAP FROM BUILDING TO BUILDING!

GOOD THING MY SPIDER AGILITY IS STILL AS GOOD AS EVER!

MEANWHILE, NOT TOO FAR AWAY...

WHAT MAKES YOU SO SURE THAT SPIDER-MAN WILL COME AFTER YOU, KRAVEN?

IT'S THE LAW OF THE JUNGLE, MY FRIEND! THE DESIRE TO *SURVIVE!* HE KNOWS HE *MUST* STOP ME IN ORDER TO SAVE HIMSELF!!

DON'T FORGET, I HAVE STUDIED HIM THE WAY A SKILLED HUNTER STUDIES *ANY* INTENDED PREY! I KNOW HIS NATURE, HIS INSTINCTS! IT IS *I* WHO CONTROL THE HUNT!

AND NOW, IT IS TIME FOR HIM TO *FIND* ME! HERE'S WHAT WE'LL DO...

IF I GET ANYWHERE NEAR KRAVEN, MY SPIDER SENSE OUGHT TO TIP ME OFF!

IN FACT, IT'S START-ING TO TINGLE *NOW!* HE MUST BE IN THIS NEIGHBORHOOD!

THERE HE *IS!* BUT, IT ALMOST SEEMS *TOO* EASY! AND MY SPIDER SENSE FEELS *DIFFERENT* SOME-HOW--AS THOUGH IT ISN'T *SURE!* I DON'T GET IT! WHAT'S *HAPPENING* TO ME? WHY AM I SO UNCERTAIN??

WELL, I'LL WORRY ABOUT THOSE THINGS *LATER!* MY MAIN PROBLEM *NOW* IS HOW TO PLANT MY SPIDER-TRACER ON KRAVEN WITHOUT HIM *KNOWING* IT!

BUT *WAIT!* WHAT'S THIS?? ARE THERE *TWO* KRAVENS?? OR--?

HOW SIMPLE IT WAS TO BAIT THE TRAP FOR MY UNWARY GAME!

NO *WONDER* KRAVEN IS THE GREATEST HUNTER OF ALL TIME!

AND NOW THE QUARRY HAS MADE HIS LAST FATAL MISTAKE! THE STAGE IS SET! THE MOMENT HAS ARRIVED! IT IS TIME FOR THE ATTACK! NOW THE *HUNTER* TAKES OVER THE HUNT!

IT'S STRANGE -- KRAVEN IS WALKING ALMOST AS THOUGH HE *KNOWS* SOMEONE IS FOLLOWING HIM!

I DON'T *LIKE* IT! EVERYTHING IS TOO QUIET -- TOO CALM! AND MY SPIDER-SENSE IS WARNING ME -- BUT, OF *WHAT*??

HE'S STARTING TO GET SUSPICIOUS NOW! BUT IT'S TOO *LATE*! THE TRAP IS *SPRUNG*!

A *NET* -- FALLING OVER ME!! BUT FROM *WHERE*?? *HOW*??

I'VE GOT TO DIVE OUT FROM UNDER -- *NO*! I'M TOO *LATE*!

WHAT CAN IT BE *MADE* OF?? EVEN WITH MY SPIDER STRENGTH, I CAN'T RIP IT! BUT, I MUSTN'T PANIC! THERE'S *ALWAYS* A WAY OUT! I HAVE TO THINK -- THINK --

AND SO THE BRILLIANT BRAIN OF THE ACE SCIENCE STUDENT BEGINS TO WORK AT LIGHTNING-LIKE SPEED! THE SAME BRAIN WHICH FLASH THOMPSON HAS MOCKED SO MANY TIMES! THE MAGNIFICENTLY TRAINED BRAIN WHICH QUICKLY COMES UP WITH THE ANSWER IN THE NICK OF TIME!

I'VE GOT *ONE* CHANCE! THEY SAY A CHAIN IS ONLY AS STRONG AS ITS WEAKEST LINK! IN A NET OF THIS TYPE, WITH SO MANY JOININGS, THERE MUST BE AT LEAST *ONE* WEAK LINK! NOW, ALL I HAVE TO DO --

-- I MUST EXERT ALL THE PRESSURE I CAN AGAINST EACH SECTION UNTIL -- *AHH*! I'VE *FOUND* IT!! ONE SMALL SECTION WHICH RIFLES BACK SLIGHTLY UNDER THE TENSION, CREATING AN OPENING...

NOW, BY EXERTING MAXIMUM PRESSURE AT THAT VERY SPOT, I CAN MAKE THE OPENING LARGE ENOUGH FOR ME TO ROLL OUT OF!!

NOTE! THE SEQUENCE YOU HAVE JUST WITNESSED TOOK PLACE IN ITS ENTIRETY WITHIN THE INCREDIBLY SHORT SPACE OF THREE AND ONE HALF SECONDS, DUE TO SPIDER-MAN'S COMBINED POWERS OF QUICK-THINKING AND RAPID ACTION!

BUT, JUST AS SPIDER-MAN MAKES A DASH FOR FREEDOM, THE BEATING OF A JUNGLE DRUM DISTRACTS HIM -- CONFUSES HIM FOR A SPLIT-SECOND--MAKING HIM UNCERTAIN WHICH WAY TO RUN!

BOOM!

THUD!

THOSE DRUMBEATS!! SO LOUD-- SO PENETRATING! GOING RIGHT INTO MY BRAIN! AN OLD JUNGLE TRICK TO CONFUSE THE ENEMY!

TAKING ADVANTAGE OF SPIDER-MAN'S BRIEF PAUSE, KRAVEN ATTACKS WITH THE SPEED OF A SAVAGE PANTHER!

HAH! THE MOST DANGEROUS GAME OF ALL--AND I, KRAVEN, HAVE CAUGHT YOU!

DON'T KID YOURSELF, MISTER! THOSE METAL CHARM BRACELETS WON'T BE ABLE TO HOLD SPIDER-MAN!

WRONG, MY BOASTFUL FOE! THEY'LL EVEN HOLD A HUNGER-MAD TIGER--BUT MY FISTS WILL DO THE REST!

WHA--? WHERE'D YOU GO??

UP HERE, KRAVEN! I HATE TO WATCH A MAN MAKING A FOOL OF HIMSELF!

SAY!! THESE ARE MORE THAN JUST IRON MANACLES!! THEY HAVE SOME SORT OF MAGNETIC ATTRACTION!! THEY'RE TRYING TO PULL MY WRIST AND ANKLE TOGETHER! THEY'RE GETTING STRONGER ALL THE TIME!

AND THEY HAVE A SMALL BUILT-IN BELL THAT JINGLES WHEN I MOVE! OL' KRAVEN DOESN'T MISS A TRICK!

THERE'S NO HOPE FOR YOU, SPIDER-MAN! MY ESCAPE-PROOF CUFFS GET STRONGER EVERY MINUTE! AND THE ONLY KEY IS THE ONE I WEAR AROUND MY NECK!

AHH--SO YOU WANT TO RUN A LITTLE LONGER, EH? GOOD! THIS IS THE TYPE OF SPORT I ENJOY THE MOST!

IT MAY BE SPORT TO HIM, BUT I'VE GOT TO FIGURE A WAY TO GET THESE UNCANNY HANDCUFFS OFF ME BEFORE THEY COMPLETELY DRAIN ALL MY STRENGTH!

YOU CAN'T HIDE FROM ME, SPIDER-MAN!! NOT WHEN I HEAR THAT *BELL* JANGLE EVERY TIME YOU MOVE!

CAN'T SEPARATE MY ARM AND LEG!! CAN'T FIGHT KRAVEN WITH ONE ARM! THERE *MUST* BE A WAY *OUT!*

LUCKY MY SPIDER SENSE CAN *STILL* HELP ME ESCAPE KRAVEN'S NET-- BUT HOW LONG CAN MY STRENGTH HOLD OUT UNDER THESE CONDITIONS??

KEEP STRUGGLING! THE LONGER IT TAKES, THE GREATER WILL BE MY VICTORY WHEN I FINALLY DO DEFEAT YOU!

BUT, SUMMONING ALL HIS REMAINING SPIDER STRENGTH, THE TEEN-AGE ADVENTURER REACHES A LAMP POST CONTAINING A WIRING CIRCUIT BOX...

THESE MASTER WIRES ARE WHAT I WANT!! IF I TEAR THEM A CERTAIN WAY, THE PARK WILL BE PLUNGED INTO DARKNESS!

NOW, HERE IN THE SHADOWY GLOOM, THE ADVANTAGE IS *MINE*, DUE TO MY SPIDER SENSES!

NO MATTER *HOW* IT HURTS, I'VE *GOT* TO PULL MY WRIST AWAY FROM MY ANKLE!

=WHEW= I DODGED KRAVEN'S NET JUST IN TIME! THESE BLAMED *BELLS* KEEP GIVING ME AWAY! I'VE GOT TO *SILENCE* THEM SOMEHOW!

WAIT! I'VE GOT IT! WHAT A *NUT* I AM! IF I CAN'T TEAR THEM *OFF*, I CAN AT LEAST SHUT THEM UP! ALL I NEED DO IS SPILL MY LIQUID WEB FLUID OVER THEM...

IT *WORKED!* NOW IT'S *MY* TURN TO DO A LITTLE STALKING! UH OH! THERE'S MY OL' SPIDER-SENSE AGAIN! SOMEONE'S HIDING BEHIND THESE HEDGES!

DIDN'T EXPECT THE WORM TO TURN, EH? OKAY, KRAVEN--THIS IS THE SHOWDOWN!!

THE CHAMELEON!!! SO THAT'S WHY THERE SEEMED TO BE TWO KRAVENS! YOU WERE IMPERSONATING THE REAL ONE!

YOU HAVEN'T WON YET, SPIDER-MAN!! KRAVEN IS STILL HUNTING FOR YOU-- AND NOTHING THAT LIVES CAN ESCAPE HIM FOR LONG!! I'LL HAVE MY REVENGE ON YOU YET!

AND, NOT FAR AWAY FROM THAT VERY SPOT...

I DON'T HEAR ANY BELLS! SPIDER-MAN THINKS HE CAN TRICK ME BY NOT MOVING! BUT ALL I HAVE TO DO IS KEEP SEARCHING THIS AREA...

THEN SUDDENLY...

IF YOU'RE LOOKING FOR ME, PAL-- I'M RIGHT BEHIND YOU!

SPIDER-MAN!! BUT HOW--???

RECOGNIZE THIS, KRAVEN? IT BELONGED TO A FRIEND OF YOURS!

HE GOT THE CHAMELEON!!

I'VE GOT TO GET AWAY--HIDE LONG ENOUGH TO DEVISE A NEW HUNTING PLAN!! HE'LL NEVER FIND ME HERE IN THE WOODS!

THERE IS NO JUNGLE TRICK I HAVEN'T MASTERED! KRAVEN THE HUNTER STILL CAN'T BE BEATEN!

SPIDER-MAN IS PROBABLY STILL WANDERING AROUND IN CIRCLES DOWN BELOW, TRYING TO GUESS WHERE I DISAPPEARED TO! LITTLE DOES HE DREAM THAT I'M AS MUCH AT HOME IN THE DARK AS *ANY* JUNGLE CREATURE!

SOON HE'LL REALIZE HE HAS NO CHANCE OF FINDING ME, AND THEN--

HIS *SPIDER-BEAM!!* SHINING RIGHT *ON* ME! HOW DID HE *DO* IT??

IT WAS JUST A LUCKY BREAK! BUT I'LL LOSE HIM FOR GOOD NOW AS I DASH AT BREAKNECK SPEED THRU THIS SHRUBBERY IN THE SHADOWS!

NICE TRY, KRAVEN! YOU'D MAKE A REAL DANDY BUTTERFLY COLLECTOR!

HE FOUND ME *AGAIN!!* IT'S *IMPOSSIBLE!!*

I'VE BEEN A *FOOL!* I UNDER-ESTIMATED THAT ACCURSED *SPIDER INSTINCT* OF HIS! BUT *NOW* I'LL OUT-MANEUVER HIM!

I'VE *STILL* GOT THE SPEED OF A CHEETAH, THE CUNNING OF A FOX, AND THE FEROCITY OF A TIGER!

THE FINAL VICTORY *MUST* BE MINE!

HE'S *COMING!* NOW FOR THE OLDEST JUNGLE TRICK OF ALL -- NO MOVING, NO BREATHING! I'LL BE LIKE PART OF THE ROCK, PLAYING DEAD, UNTIL--

--THE MOMENT TO *STRIKE!!*

OH NO YOU DON'T!

STAY *STILL* BLAST YOU! MY "*NERVE PUNCH*" WILL FINISH YOU OFF!

I HATE TO BE A PARTY POOP, BUT THIS TIME *I'M* CALLING THE SIGNALS, KRAVEN!

HOW DOES IT *FEEL* TO BE ON THE RECEIVING END FOR A CHANGE, OH GREAT WHITE HUNTER??

YOU'RE *MOCKING* ME! NO ONE CAN DO THAT AND *LIVE!*

ONCE I HAVE YOU TRAPPED IN MY NET, I'LL--*NO!* *NOBODY* CAN MOST AS FAST AS *THAT!!* IT'S NOT *HUMAN!!*

MAYBE NOT-- BUT IT'S VERY DEFINITELY *SPIDER!*

I'VE LOST THE ADVANTAGE! I'VE TRIED EVERY ATTACK, EVERY TRICK I KNOW--BUT HE'S TURNED THEM ALL *AGAINST* ME!

WHERE ARE YOU *GOING?* THE JAIL IS IN THE *OTHER* DIRECTION!

I'VE GOT TO RUN-- GOT TO ESCAPE!! MUSTN'T LET HIM GET ME!! I DON'T WANT TO BE CAUGHT--NOT BY *HIM!!*

AND SO THE *HUNTER* BECOMES THE *HUNTED*, EH, KRAVEN??

ANOTHER WEB!! THIS ONE STRUNG BETWEEN TWO TREES!! I CAN'T PUSH THRU IT!

AND, LIKE ALL THOSE WHO FLEE IN BLIND PANIC--IN UNREASONING FEAR AND COWARDICE, THE HUNTER AT LAST IS--*CAUGHT!!*

THEN, THE VICTORIOUS TEEN-AGER TAKES THE KEY FROM HIS TRAPPED FOE...

NOW I'LL JUST GET OUT OF THESE TWO LITTLE BRACELETS OF YOURS, KRAVEN! AND I'VE GOT *MORE* GOOD NEWS FOR YOU --MY SHAKING HAS STOPPED! I GUESS STRENUOUS EXERCISE WAS THE ANTIDOTE FOR YOUR POTION, EH?

HMMM, NOW WHAT DO I *DO* WITH YOU! YOU'RE TOO BAD-TEMPERED TO KEEP AS A PET, AND MUCH TOO OLD TO *ADOPT!*

I GUESS I'LL JUST LEAVE YOU HERE TILL THE POLICE FIND YOU-- IF YOU PROMISE NOT TO TRY TO HUNT THE FIRST LITTLE BUNNY RABBIT OR SQUIRREL THAT COMES BY!

WAIT! YOU CAN'T JUST *LEAVE* ME LIKE THIS!

WANNA *BET*??

THE POLICE ARE COMING NOW, TO INVESTIGATE WHY THE LIGHTS AREN'T LIT IN THE PARK!

THEY'LL FIND YOU AND CONDUCT A NICE LITTLE INVESTIGATION! SEE ALL THE FUN THINGS YOU'VE GOT TO LOOK FORWARD TO??

THEY'VE *ALREADY* PICKED UP THE *CHAMELEON!* THIS SHOULD MAKE A GREAT FRONT PAGE PIC FOR J. JONAH--NOT THAT HE *DESERVES* IT!

I HAVEN'T DONE ANYTHING! *KRAVEN* IS THE ONE YOU WANT! HE'S BEEN TRYING TO HUNT HUMAN BEINGS!

WE'LL TAKE *HIM* WITH US TOO, MISTER! WE'LL MAKE SURE YOU DON'T GET LONELY!

LATER, BACK AT THE DAILY BUGLE BUILDING...

NOW *THIS* IS MORE *LIKE* IT, PARKER!! EXCLUSIVE PICTURES OF THE *CHAMELEON!* NO ONE EVEN KNEW HE WAS BACK IN THIS COUNTRY! YOU DESERVE A BIG *BONUS* FOR THIS!

MISS BRANT--OPEN THE SAFE AND GIVE PARKER ONE OF MY OWN PERSONAL BARS OF MILK CHOCOLATE!

NO *WONDER* PEOPLE ALWAYS TAKE ADVANTAGE OF YOU, J.J.-- YOU'RE ALL *HEART!*

IT'S WONDERFUL TO SEE PETER IN GOOD SPIRITS AGAIN!

PETER, I'M *SORRY* FOR THE WAY I SPOKE TO YOU BEFORE! I HAD NO RIGHT TO BE NASTY TO YOU JUST BE-CAUSE ANOTHER GIRL LIKES YOU! I-I'M NOT DOING ANYTHING TONIGHT...

HECK! I PROMISED AUNT MAY I'D MEET THAT WATSON GIRL TONIGHT-- BUT I JUST *CAN'T* TELL BETTY!

SORRY, BETTY-- I CAN'T MAKE IT! BUT I'LL CALL YOU REAL SOON...

I UNDERSTAND, PETER! I SHOULD HAVE *KNOWN* A GIRL CAN ALWAYS TRUST HER FIRST IMPRESSIONS!!

JUST MY LUCK! SHE THINKS I'M COLD-SHOULDERING *HER* BECAUSE I HAVE A DATE WITH *LIZ*! POOR BETTY-- IF ONLY I COULD EXPLAIN...

WHY AM I ALWAYS IN THE *MIDDLE*?? I CAN'T EVER BRING MYSELF TO SAY "*NO*" TO AUNT MAY, SO I END UP HURTING THE GIRL I CARE FOR! *PHOOEY!*

AND THAT WATSON GAL IS PROBABLY A REFUGEE FROM A HORROR MOVIE! IF ONLY I DIDN'T HAVE TO SEE HER TONIGHT!!

PETER DEAR, I'VE BEEN *WAITING* FOR YOU! I'M AFRAID I HAVE BAD NEWS...

I'M BE-GINNING TO THINK THERE'S NO *OTHER* KIND!

MRS. WATSON'S NIECE HAS A HEADACHE-- SHE CAN'T SEE YOU TONIGHT! I HOPE YOU'RE NOT TOO DISAPPOINTED, DEAR!

GOSH, AUNT MAY-- IT *IS* A SHOCK!! BUT, I'LL BE BIG ABOUT IT!

HELLO, BETTY? THIS IS PETE! YOU *KNOW* WHICH PETE! AW, BETTY-- DON'T BE THAT WAY! *WAIT*-- DON'T HANG UP--! *BETTY!*

OKAY!! IF *THAT'S* THE WAY SHE WANTS TO ACT, I'LL CALL *LIZ ALLEN!*

BUT, SIXTY SECONDS LATER...

YES SIREE! THAT'S *SOME* BIG CRUSH SHE HAS ON ME! HER MOM SAYS SHE'S OUT DANCING WITH FLASH THOMPSON!

BOY! WITH *MY* LUCK, I SOMETIMES WONDER WHO'S STICKING PINS IN A PETER PARKER DOLL?

NOT LONG AFTERWARDS, A STEAMER PREPARES TO HEAD FOR SOUTH AMERICA...

YOU'RE BOTH GETTING OFF MIGHTY EASY BY MERELY BEING *DEPORTED* FROM THIS COUNTRY! JUST MAKE SURE YOU DON'T COME BACK!

ARE YOU GOING TO LET THEM *DO* THIS TO US, KRAVEN?

OF *COURSE!* I'LL GET BACK IN SHAPE HUNTING IN THE JUNGLES OF THE CONGO-- AND THEN, WHEN I'M MORE POWERFUL THAN EVER--

--WE SHALL *RETURN*, AND CONTINUE OUR HUNT FOR SPIDER-MAN!! A HUNT WHICH WILL NEVER END UNTIL HE IS DESTROYED!

MAYBE A TRIP HERE TO THE DOCKS WILL HELP ME FORGET ABOUT BETTY FOR A WHILE! GEE, I'D LIKE TO BE ON THAT SHIP RIGHT NOW! IT LOOKS SO QUIET-- SO PEACEFUL! BUT I'M JUST NOT THAT LUCKY!

THE END

ON SALE NEXT: *SPIDER-MAN #16*, AND... THE GREAT, NEW *SPIDER-MAN ANNUAL!* ALL YOU LOYAL WEB-SPINNERS HAVE SOME GREAT TREATS IN STORE! DON'T MISS 'EM!

ANNUAL

72 BIG PAGES ANNUAL

APPROVED BY THE COMICS CODE AUTHORITY IND.

the AMAZING SPIDER-MAN

#1 1964

MARVEL COMICS GROUP 25¢

JAM-PACKED WITH SPECIAL SURPRISE FEATURES

FEATURING: SPIDEY'S BIGGEST LONGEST, GREATEST BATTLE, AS HE ATTACKS:

"THE SINISTER SIX!"

WITH A GALAXY OF THE MOST GOL-DARNED GUEST-STARS THAT YOU CAN SHAKE A WEB AT!

SPIDER-MAN

"The SINISTER SIX!"

CAN SPIDER-MAN SAVE THE TWO PEOPLE HE LOVES MOST IN THE WHOLE WORLD FROM THE DEADLY SINISTER SIX?!

IN ORDER TO RESCUE BETTY BRANT AND AUNT MAY, SPIDEY MUST FIND A WAY TO DEFEAT THE UNDEFEATABLE SINISTER SIX!!

What Happens NOW? JUST WHEN HE NEEDS THEM MOST, PETER PARKER SEEMS TO HAVE MYSTERIOUSLY LOST HIS AMAZING SPIDER POWERS!!

41 Pages
Of Indescribable Excitement
Written By:
STAN LEE
Drawn By:
STEVE DITKO
POSSIBLY THE MOST TALKED-ABOUT TEAM IN COMICS TODAY!

LETTERED BY: S. ROSEN

IT'S TAKEN A YEAR TO PRODUCE THIS DOUBLE-LENGTH EPIC, SO LET'S NOT WASTE ANOTHER MINUTE! AWAY WE GO!!

IN STATE PRISON, A TEAM OF SPECIALISTS HAVE FINALLY FOUND A WAY TO REMOVE THE FOUR EXTRA MECHANICAL ARMS WHICH HAD BECOME ATTACHED TO *DR. OCTOPUS* AFTER A FREAK ACCIDENT...*

NOW THAT WE'VE TAKEN YOUR GREATEST POWER FROM YOU, YOU'RE JUST PLAIN DR. OTTO OCTAVIOUS, PRISONER #4756689!

THAT'S WHAT *HE* THINKS! THEY DON'T SUSPECT THAT I CAN CONTROL MY "ARMS" MENTALLY, EVEN THOUGH THEY'RE A DISTANCE AWAY FROM ME!

*SEE SPIDER-MAN #3... EDITOR.

AN HOUR LATER, AFTER DR. OCTOPUS HAS BEEN RETURNED TO HIS CELL...

IF MY ARTIFICIAL ARMS ARE SENT TO ANOTHER PRISON, THEY WILL BE TOO FAR FOR MY THOUGHT CONTROL! THAT MEANS I MUST GET THEM BACK... *NOW*... AND PLAN MY ESCAPE RIGHT AWAY, WHILE I STILL HAVE THE POWER!

AND SO, THE EVIL ARCH-VILLAIN SENDS A THOUGHT IMPULSE OUT FROM HIS BRAIN... A SUMMONS WHICH IS RECEIVED, AND *OBEYED* BY HIS MIGHTY MECHANICAL ARMS!

RETURN TO YOUR MASTER! RETURN TO YOUR MASTER!

SO POWERFUL ARE THEY, THAT NOTHING SEEMS ABLE TO STOP THEM AS THEY SLOWLY MAKE THEIR WAY ALONG THE WALLS AND CEILING UNTIL...

I *KNEW* I HAD THE POWER TO DO IT!!

AND NOW TO ATTACH THEM TO MYSELF AGAIN, AND BREAK OUT OF HERE BEFORE THE GUARDS CAN MUSTER ENOUGH REINFORCEMENTS TO STOP ME!

THE NEXT DAY, J. JONAH JAMESON, PUBLISHER OF THE INFLUENTIAL *DAILY BUGLE*, GETS AN UNEXPECTED VISITOR...

HI, J.J.! I WAS JUST PASSING BY, SO I THOUGHT I'D DROP IN AND BORROW A PAPER! I LOVE TO READ YOUR EDITORIALS... THEY'RE FUNNIER THAN THE COMIC STRIPS!

SPIDER-MAN! YOU INSOLENT BUFFOON! HAVEN'T THE POLICE CAUGHT UP WITH YOU *YET??!*

IF ONLY THAT BLASTED *PETER PARKER* WAS HERE TO SNAP SOME *PHOTOS* OF HIM!!

WELL, WELL! SO DOC OCK HAS ESCAPED FROM PRISON AGAIN! I SURE HOPE HE GOES INTO HIDING FOR THE NEXT HUNDRED YEARS OR SO! I'D SURE HATE TO HAVE TO TACKLE *HIM* AGAIN!!

SUDDENLY...

HEY! WHAT'S GOIN' ON HERE?!! A HURRICANE?

OH, IT'S ONLY *THOR* HURTLING BY! *BOY!* THAT GUY REALLY COOKS UP A STORM WHEN HE GETS GOIN'! HE DIDN'T EVEN *SEE* ME!

HE'S EITHER ON HIS WAY TO A MEETING OF THE *AVENGERS*... OR HE'S LATE FOR HIS BARBER!

MIGHTY *THOR* APPEARS EACH MONTH IN HIS OWN MAGAZINE, AS WELL AS IN *THE AVENGERS!*

MEANWHILE, IN ANOTHER PART OF THE CITY, A VERY STRANGE, OMINOUS MEETING IS ABOUT TO BEGIN...

LET'S GET *STARTED*, OCTOPUS! *ELECTRO* IS NOT USED TO BEING KEPT WAITING!

BE PATIENT! WE CAN'T BEGIN TILL *EVERYONE* IS HERE! IT WON'T BE LONG!

AHH! HERE COMES *MYSTERIO* NOW! WE NEED WAIT FOR ONLY *TWO* MORE!

LOOK... IF NONE OF US WAS ABLE TO DEFEAT SPIDER-MAN *BEFORE*, WHAT MAKES YOU THINK WE CAN DO IT *NOW?*

USE YOUR HEAD, ELECTRO! EACH OF US *ALMOST* BEAT HIM, ALL ALONE! WORKING *TOGETHER*, HOW CAN WE FAIL??

KRAVEN THE HUNTER IS RIGHT! BESIDES I'VE GOT A FOOL-PROOF PLAN ALL WORKED OUT!

BUT, LET US LEAVE THE GATHERING OF SUPER-VILLAINS FOR A MOMENT! THE NEXT DAY, ON A STREET IN FOREST HILLS, PETER PARKER'S *SPIDER SENSE* DETECTS SOMETHING *FRIGHTENING* ABOUT A PASSING STRANGER!

I FEEL A STRONG, ALARMING *TINGLE!* IT'S CAUSED BY THAT MAN WHO PASSED BY! I'D BETTER INVESTIGATE! ---IT COULD MEAN...

PARKER! I'VE BEEN LOOKIN' FOR YOU! YOU'RE NOT GONNA GET AWAY FROM ME *THIS* TIME!

OHH, *NO!!* OF ALL TIMES FOR *FLASH* TO COME LOOKING FOR TROUBLE!

I *SAW* YOU WALKIN' HOME FROM SCHOOL WITH LIZ YESTERDAY! I'M *THROUGH* WARNIN' YOU TO KEEP AWAY FROM MY GIRL NOW, PUNY PARKER! IT'S TIME YOU LEARNED A LESSON YOU'LL UNDERSTAND!

YOU *TELL* 'IM, FLASH!

LET 'IM *HAVE* IT, FLASH!

LOOK, BIRD-BRAIN! THE ONLY LESSON A MEAT-HEAD LIKE *YOU* COULD TEACH IS A LESSON IN *STUPIDITY!* NOW *GET LOST*...

OKAY, WISE GUY... YOU *ASKED* FOR IT! *UHHH!*

HAVE YOU LADS NOTHING BETTER TO DO THAN ENGAGE IN COMMON STREET BRAWLS? FIGHTING IS THE LAST RESORT OF THE IGNORANT!!

NOW *THERE'S* AN IMPERISHABLE BIT OF CLEVER DIALOGUE!

LOOK OUT, MISTER! I CAN'T STOP MY PUNCH IN TIME... !! *YIIII!!* I-I WENT RIGHT *THROUGH* HIM!!

DO NOT BE ALARMED! THIS IS ONLY MY ECTOPLASMIC SPIRIT FORM YOU SEE BEFORE YOU! MY PHYSICAL SELF IS SAFELY AT HOME, IN MY STUDY!!

WOW! I NEVER THOUGHT I'D SEE HIM FOR *REAL!* DO YOU KNOW WHO THAT *WAS?*

I *THINK* SO! B-BUT I ALWAYS THOUGHT HE WAS JUST SOME PHONY, MAGAZINE HERO!

THERE'S NOTHING PHONY ABOUT *THAT* CHARACTER! THAT WAS *DR. STRANGE*, IN THE FLESH! OR... I GUESS WE SHOULD SAY, *NOT* IN THE FLESH!!

DR. STRANGE APPEARS EACH MONTH IN *STRANGE TALES.*

MEANWHILE, PETER PARKER HAS TAKEN ADVANTAGE OF THE SUDDEN INTERRUPTION TO MAKE ONE OF THE MOST DRAMATIC CHANGES IN ALL OF ADVENTUREDOM...

NOBODY SAW ME DUCK AROUND THE CORNER!

I'D BETTER CHANGE TO *SPIDER-MAN* REAL FAST AND FIND OUT WHAT THERE *IS* ABOUT THAT FELLA THAT MADE MY SPIDER-SENSE TINGLE SO VIOLENTLY!!

THE AURA OF *VILLAINY* WHICH HE EXUDES IS ALMOST TOO STRONG TO BEAR! WHOEVER HE IS, HE REPRESENTS A GRAVE DANGER! I'D BETTER TACKLE HIM *NOW!*

HOLD IT, MISTER! I WANT TO *TALK* WITH... *HUH??!*

THERE'S NOTHING HERE!! JUST AN EMPTY SUIT OF CLOTHES!! BUT... *HOW??!*

BUT, IF SPIDEY HAD BEEN ABLE TO PEER BENEATH THE TINY CRACKS IN THE GRATING BELOW THE EMPTY GARMENTS, HE'D HAVE SEEN ONE OF THE STRANGEST CRIMINALS OF ALL TIME RE-FORMING HIS BODY PARTICLES INTO NORMAL SHAPE ONCE MORE!

THAT WAS *CLOSE!* BUT, THE *SANDMAN* CAN'T STOP TO FIGHT SPIDER-MAN *NOW!* I'M LATE FOR THE URGENT MEETING WHICH DR. OCTOPUS CALLED!

MOMENTS LATER...

MY SPIDER SENSE INDICATES THAT THE ONE I'M AFTER IS DOWN *HERE* SOMEWHERE! BUT HE HAS TOO MUCH OF A HEAD START...TOO MANY TUNNELS! I WONDER WHO HE COULD HAVE BEEN??

I'D BETTER GET *HOME* NOW! IT'S ALMOST DINNER TIME, AND I DON'T WANT TO WORRY AUNT MAY!

SAY, *THAT'S* STRANGE! THERE'S A LIGHT ON IN THE ATTIC! WHY WOULD SHE BE UP *THERE*?

SHE OPENED UNCLE BEN'S TRUNK!... LOOKING AT HIS OLD LETTERS AND PHOTOS! GOSH!

I *HATE* TO SEE HER WEEP THAT WAY! I GUESS SHE NEVER REALLY GOT OVER UNCLE BEN'S DEATH AT THE HANDS OF THAT BURGLAR MONTHS AGO!

TURNING FROM THE WINDOW WITH A HEAVY HEART, SPIDER-MAN WALKS AIMLESSLY ALONG THE ROOF-TOPS, LOST IN HIS OWN GLOOMY THOUGHTS...

I CAN NEVER FORGET THAT *I'M* PARTIALLY TO BLAME FOR UNCLE BEN'S DEATH!* AND THE FACT THAT *I'M* THE ONLY ONE WHO KNOWS IT DOESN'T MAKE IT ANY EASIER TO LIVE WITH!

*SEE MARVEL ANNUAL #1 ... EDITOR.

HE WAS ALWAYS SO GOOD TO ME... SUCH A REAL PAL! WE WENT EVERYWHERE! HE LOVED ME LIKE HIS OWN SON! HE WANTED ME TO *BE* SOMEONE!

"I STILL REMEMBER THAT TERRIBLE DAY! I HADN'T BEEN *SPIDER-MAN* FOR VERY LONG, AND I DIDN'T WANT TO *WASTE* MY POWERS! I REMEMBER HOW I STOOD CALMLY BY WHEN I MIGHT HAVE HELPED TO CATCH AN ESCAPING CRIMINAL!"

STOP HIM! IF HE MAKES IT TO THE ELEVATOR, HE'LL GET AWAY!

WHY SHOULD *I* BUTT IN?

IF ONLY I HAD KNOWN... IF I COULD SOMEHOW HAVE GUESSED THAT THE VERY MAN WHOM I ALLOWED TO PASS ME WOULD BE THE BURGLAR WHO WAS LATER TO MURDER UNCLE BEN!! WHY HADN'T I *STOPPED* HIM?? *WHY? WHY??*

AND NOW, NO MATTER WHAT I DO...NO MATTER HOW GREAT MY SPIDER POWERS ARE, I CAN NEVER UNDO THAT TRAGIC MISTAKE! I CAN NEVER COMPLETELY FORGIVE MYSELF!

SOMETIMES I *HATE* MY SPIDER-MAN POWERS! SOMETIMES I WISH I WERE JUST LIKE ANY NORMAL TEEN-AGER! IF ONLY IT HAD NEVER HAPPENED!

BUT THEN, SUDDENLY, SURPRISINGLY, THE SURE-FOOTED ADVENTURER *LOSES HIS BALANCE*, AND...

WHA...?? I TRIPPED!!

IT'S *IMPOSSIBLE!* IT NEVER *HAPPENED* BEFORE!! I *CAN'T* TRIP!! I *CAN'T*...!!

PERHAPS I WAS JUST TOO CARE-LESS! SO WRAPPED IN THOUGHT THAT I FOR-GOT I WAS AT THE ROOF'S EDGE!!

BUT THEN, HE RECEIVES *ANOTHER* SHOCK...

OH, *NO!* I CAN HARDLY HOLD ON TO THE FLAGPOLE!! WHAT HAPPENED TO MY *STRENGTH*... TO MY *AGILITY??*

I NEVER BELIEVED IT COULD HAPPEN... BUT IT *HAS!* SOME-HOW, WITHOUT WARNING... *I'VE LOST MY SPIDER POWERS!!*

PERHAPS IT'S ALL FOR THE BEST! NOW I CAN NEVER HURT ANYONE AGAIN! I WON'T HAVE A SECRET I MUST ALWAYS PROTECT! I'LL BE ABLE TO LIVE A NORMAL LIFE!

BUT I CAN'T HOLD ON TO THIS POLE FOREVER! HOW WILL I GET *DOWN* FROM HERE??

THERE'S THE *FANTASTIC FOUR*... IN THEIR *FANTASTI-CAR*!! THEY *SEE ME*!! B-BUT THEY'RE FLYING RIGHT *PAST* ME!!

LOOK, REED! THERE'S THAT SWELL-HEADED *SPIDER-MAN* SHOWING OFF FOR THE PUBLIC, AS USUAL!!

THIS TOWN'S *CRAWLIN'* WITH SUPER-HEROES! PRETTY SOON YOU'LL NEED A *PROGRAM* TO TELL ONE FROM THE OTHER!

WE'D BETTER NOT INTERFERE! HE'S A REAL LONE WOLF!

DON'T WORRY, BEN! PEOPLE WILL ALWAYS BE ABLE TO RECOGNIZE *YOU*!

THE FANTASTIC FOUR APPEAR EACH MONTH IN THEIR OWN FEATURE-LENGTH MAGAZINE!

THEY MUST HAVE THOUGHT I WAS *CLOWN-ING* OUT HERE, AS USUAL!

WELL, I'VE GOT TO TRY TO MAKE IT...TO THE LEDGE! MUSTN'T LET GO! ONE SLIP WILL BE CURTAINS! JUST A LITTLE FURTHER.. ALMOST THERE...

MADE IT! NOW TO FIND AN OPEN WINDOW!! MUSTN'T LOOK DOWN...I'LL HUG THE WALL AND KEEP INCHING FORWARD!

FINALLY, AFTER A SUSPENSEFUL FEW MINUTES, THE COSTUMED TEEN-AGER REACHES AN OPEN WINDOW, AND THEN...

I'VE GOT TO GET *HOME* NOW, AS FAST AS I CAN!

BUT I MUSTN'T BE *SEEN*! WITHOUT MY SPIDER POWERS IT WOULD BE TOO EASY FOR SOMEONE TO TRAP ME AND SUCCEED IN *UN-MASKING* ME!!

AND SO, IT TAKES THE ONCE-MIGHTY SPIDER-MAN ALMOST AN HOUR TO MAKE A JOURNEY WHICH, JUST A SHORT TIME EARLIER, HE WOULD HAVE COMPLETED IN LESS THAN THREE MINUTES BY EFFORTLESS ROOFTOP TRAVEL! THEN, AFTER CHANGING CLOTHES...

YOU LOOK *PALE*, DEAR! IS ANYTHING WRONG?

NO, AUNT MAY! I GUESS I'VE JUST BEEN STUDYING TOO HARD!

WHY DON'T YOU LIE DOWN FOR A WHILE, PETER? I'LL BRING YOUR DINNER UP TO YOU!

THANKS, AUNT MAY! I WILL!

AFTER TODAY, I'LL NEVER HAVE TO KEEP THE TRUTH FROM HER AGAIN! NO MORE DECEPTION AS SPIDER-MAN!

IT ALL HAPPENED SO FAST... SO UNEXPECTEDLY! I ALWAYS WISHED I WERE JUST A NORMAL TEEN-AGER AGAIN... BUT *NOW*, WHAT NEXT? WHAT DO I *DO* WITH MY LIFE??

MEANWHILE, AT THE HIDEOUT OF *DR. OCTOPUS*, THE "GUEST LIST" IS COMPLETED WITH THE ARRIVAL OF THE WINGED *VULTURE!*

NOW THAT WE'RE ALL HERE, WELL GET DOWN TO BUSINESS IMMEDIATELY! THIS MEETING WILL BE A TURNING POINT OF OUR CAREERS!

SKIP THE DRAMATIC SPEECHES, OCTOPUS! JUST STATE THE PLAN!

WHATEVER THE PLAN IS, *SANDMAN* IS *FOR* IT! I CAN'T WAIT TO PAY SPIDER-MAN BACK!

WE *ALL* HAVE A SCORE TO SETTLE WITH THE ELUSIVE *SPIDER-MAN!*

HE DEFEATED ME *TWICE!* BUT THIS WILL BE *DIFFERENT!* THE *THIRD* VICTORY WILL BE *MINE!*

WE CAN'T BEAT HIM WITH *WORDS!* LET'S BAND TOGETHER AND *ATTACK* HIM! *NOW!*

HE'S TOO *FAST!* HE'D FIND *SOME* WAY TO ESCAPE US!

PERHAPS YOU'RE RIGHT! BUT THERE MUST BE A WAY TO *FORCE* HIM TO BATTLE US!

OF *COURSE* THERE IS! THAT'S THE PURPOSE OF THIS MEETING! NOW BE QUIET, ALL OF YOU! I HAVE IT ALL FIGURED OUT!

I SAY WE MUST ATTACK ALL AT *ONCE!* HIS POWER IS NOT GREAT ENOUGH TO DEFEAT ALL *SIX* OF US!

BAH! I'M WISE TO HIS TRICKS BY NOW! I CAN LICK HIM *ALONE* NEXT TIME WE MEET!

KRAVEN DOES NOT HUNT IN A PACK! ONLY BY A *SOLO* VICTORY WILL I ACHIEVE THE REVENGE I SEEK!

BUT HE'S BEATEN *ALL* OF YOU IN THE PAST! WHY TAKE NEEDLESS CHANCES??

I DON'T CARE *HOW* WE DO IT! I'M JUST ITCHIN' TO *TACKLE* HIM!

NOW THAT YOU'VE ALL HAD YOUR SAY, I'LL TELL YOU MY PLAN! I BELIEVE IT WILL SATISFY *EACH* OF YOU!

WE WILL EACH DRAW A NUMBER, AND WE WILL FIGHT HIM, ONE AT A TIME, IN THE ORDER OF THE DRAWING! I HAVE WORKED OUT A DETAILED SCHEME WHICH WILL *FORCE* HIM TO BATTLE US! NOW *DRAW!*

GOOD! ACTION AT *LAST!*

ON EACH OF YOUR CARDS I HAVE WRITTEN A *LOCATION!* IT IS THE PLACE WHERE YOU WILL BATTLE OUR COMMON ENEMY... AND EACH LOCATION IS BEST SUITED FOR YOUR PARTICULAR TALENTS! I HAVE LEFT NOTHING TO CHANCE, AS YOU SHALL *SEE!*

SPIDER-MAN WILL HAVE NO CHOICE! HE WILL HAVE TO FIGHT ONE AFTER ANOTHER... AND *EACH* ONE OF US WILL WEAKEN HIM A LITTLE BIT MORE, SO HIS CHANCES WILL GROW SLIMMER AFTER EACH BATTLE!

IF *I'M* THE FIRST, THERE WILL BE NO FURTHER BATTLES!

ENOUGH TALK! LET'S LOOK AT THE CARDS!

THE NEXT DAY, AN UNSUSPECTING PETER PARKER LISTLESSLY TOYS WITH HIS BREAKFAST...

PETER, YOU'VE HARDLY TOUCHED YOUR EGGS! SOMETHING *MUST* BE TROUBLING YOU!

I'M SORRY, AUNT MAY! I'M JUST NOT HUNGRY, THAT'S ALL! THERE'S NOTHING FOR YOU TO WORRY ABOUT... HONEST!

I'VE CAUSED YOU *ENOUGH* WORRY IN THE PAST! I COULDN'T BEAR TO CAUSE YOU ANY MORE!

PERHAPS YOU SHOULD STAY HOME TODAY, DEAR? IT MAY BE A TOUCH OF VIRUS!

NO, I FEEL FINE... REALLY! I THINK I JUST NEED SOME EXERCISE! I'LL GO FOR A WALK!

THE POOR BOY! HE CAN'T FOOL ME! *SOMETHING* IS BOTHERING HIM! IF ONLY I COULD HELP HIM!

BUT BOYS ARE SO RELUCTANT TO CONFIDE IN OLDER PEOPLE! IF ONLY THEY'D REALIZE WE UNDERSTAND MORE THAN THEY THINK!

IT *CAN'T* HAVE ANYTHING TO DO WITH *SCHOOL!* HE'S THE TOP STUDENT IN HIS CLASS!

PERHAPS IT'S THAT *GIRL* HE'S BEEN SEEING... BETTY BRANT! I WONDER IF ANYTHING IS WRONG BETWEEN THEM?

MEANTIME, AT MIDTOWN HIGH SCHOOL..

I WONDER WHERE PETER PARKER IS TODAY!?

SAY, THAT'S RIGHT! HE'S NOT HERE IN CLASS!

MUST BE SOMETHING IMPORTANT! THIS IS THE FIRST DAY HE'S MISSED!

IF YOU ASK *ME*, IT'S BECAUSE I *SCARED* THE PANTYWAIST YESTERDAY! HE'S PROBABLY OUT TRANSFERRING TO ANOTHER SCHOOL BY NOW!

FLASH THOMPSON, I DON'T *BELIEVE* YOU! YOU *COULDN'T...!*

SURE I COULD, DOLLFACE! I KNEW YOU REALLY DIDN'T WANT PUNY PARKER BOTHERING YOU, BUT YOU WERE TOO SOFT-HEARTED TO TELL HIM SO!

OHH! OF ALL THE BRAINLESS, BRASH, CONCEITED BOYS I'VE EVER MET...

AND BACK AT PETER'S HOUSE ...

WHY, NO, MRS. PARKER! PETER DIDN'T COME TO SCHOOL TODAY! WE THOUGHT HE WAS HOME... WITH YOU!

OH, DEAR! NOW I JUST KNOW SOMETHING IS WRONG! HE'S NEVER PLAYED HOOKEY BEFORE! IT MUST HAVE SOMETHING TO DO WITH THAT BETTY BRANT!

BUT, SO CONFUSED IS PETER PARKER... SO HEAVY IS THE FIT OF DEPRESSION THAT HANGS OVER HIM, THAT HE HAS COMPLETELY FORGOTTEN ABOUT EVERYTHING ... SAVE HIS OWN MYSTIFYING PROBLEM...

I'VE GOT TO GET USED TO A NORMAL, EVERYDAY LIFE AGAIN! I'LL GIVE UP MY ASSIGNMENT AS PART-TIME PHOTOGRAPHER FOR MR. JAMESON... CAN'T TAKE THE KIND OF CRIME PICTURES HE WANTS WITHOUT MY SPIDER-MAN POWERS!

MAYBE I CAN EVEN FIND THE COURAGE TO TELL BETTY THE TRUTH ABOUT MYSELF! AFTER ALL, WHAT HARM CAN IT DO NOW?

HEY, LOOK! DO YOU SEE WHAT I SEE?

WOW! I NEVER EXPECTED TO SEE THEM IN REAL LIFE!

HURRY! LET'S GET A BETTER LOOK AT THEM!

IT'S GIANT-MAN... AND THE WASP! THEY'VE TRAPPED A GANG OF CRIMINALS!

ALL RIGHT, BOYS... THE PARTY'S OVER! BETTER PHONE FOR THE POLICE, WASP!

OKAY, BLUE EYES, BUT THIS TIME LET'S USE YOUR DIME! YOU ALWAYS FORGET TO PAY ME BACK FOR THOSE PHONE CALLS!

BUT, AS THE CROWD GATHERS AROUND THE TOWERING CRIME-FIGHTER ...

A FEW DAYS AGO I'D HAVE BEEN RIGHT IN THE CENTER OF THINGS! BUT NOW, I DON'T EVEN WANT TO BE NEAR ANY CRIMINALS!

GIANT-MAN AND THE WASP APPEAR MONTHLY IN TALES TO ASTONISH.

AT THAT MOMENT, WAITING AT THE ENTRANCE OF THE *DAILY BUGLE* BUILDING, WE FIND...

MISS BRANT... BETTY! MAY I SPEAK WITH YOU FOR A MOMENT?

WHY, MRS. PARKER, OF *COURSE* YOU MAY! I WAS JUST GOING FOR A CUP OF COFFEE!

WHILE TWO SINISTER FIGURES WATCH NEARBY...

THERE'S THAT BRANT GIRL NOW! BUT WHO'S THAT *WITH* HER?

WHAT'S THE DIFFERENCE?! WE'LL TAKE THEM *BOTH* IF WE HAVE TO! LET'S *GO!*

AND, AT THE WINDOW OF JONAH JAMESON'S PRIVATE OFFICE...

I FORGOT TO ASK BETTY BRANT FOR THE FRISBY FILE! MAYBE I CAN CALL TO HER FROM HERE!

SAY! WHAT'S GOING *ON* THERE ??!

SHE'S WITH PETER PARKER'S AUNT... BUT WHOSE *CAR* IS SHE GETTING INTO ?? I'D SWEAR THAT'S THE *SANDMAN*... WITH *ELECTRO* INSIDE!

WAIT! COME *BACK! STOP!!*

NO USE! THEY'VE *GONE!* BUT... *WHERE?!*

MINUTES LATER...

THEY'RE *HERE!* ALL RIGHT, VULTURE... GET GOING! YOU KNOW WHAT TO DO!

AH, MISS BRANT! COME IN! I'VE BEEN *EXPECTING* YOU! AND WHO IS THAT CHARMING LADY *WITH* YOU?

SHE SAYS SHE'S THE AUNT OF SOME KID NAMED PETER PARKER, DOC!

IT'S... *DOCTOR OCTOPUS!* WHY DID YOU HAVE US BROUGHT HERE?

A DOCTOR! HOW NICE! SUCH A CHARMING, SOFT-SPOKEN GENTLEMAN!

YOU MEAN YOU HAVEN'T *HEARD* OF HIM?! DON'T LET HIS LOOKS *DECEIVE* YOU, MRS. PARKER!

NOW, NOW, DEAR.. WE MUSTN'T BE PREJUDICED AGAINST THE POOR MAN JUST BECAUSE HE SEEMS TO HAVE SOME TROUBLE WITH HIS ARMS!

SIT DOWN, PLEASE ...MAKE YOUR-SELVES COMFORT-ABLE! I'LL HAVE MY ASSOCIATES BRING YOU SOME REFRESHMENTS!

LATER, AFTER A WORRIED PETER PARKER RETURNS HOME AND FINDS HIS AUNT GONE...

I GOT YOUR CALL, MR. JAMESON! YOU SAY YOU THINK YOU SAW MY AUNT GET INTO A CAR WITH BETTY BRANT AND SANDMAN AND ELECTRO ?! IT DOESN'T SOUND *POSSIBLE!*

OKAY, BIG BRAIN! SO IT'S IMPOSSIBLE! SO YOU TELL *ME* WHERE YOUR AUNT AND MY SECRETARY DISAPPEARED TO!!

SUDDENLY, A WICKED-LOOKING WINGED FORM APPEARS OUTSIDE THE WINDOW...

I HAVE A MESSAGE FOR SPIDER-MAN!

THE SINISTER SIX HAVE CAPTURED BETTY BRANT! IF HE WANTS HER, HE'LL HAVE TO COME AND GET HER!

THE SINISTER SIX??!

BUT HOW THE DICKENS AM I SUPPOSED TO TELL SPIDER-MAN??

PUT A NOTICE IN YOUR PAPER! HE'S SURE TO READ IT! TELL HIM HE MUST GO TO THE STARK ELECTRIC PLANT... BUILDING #4!

ALL RIGHT, I'LL DO IT! BUT TAKE GOOD CARE OF MISS BRANT! GOOD SECRETARIES ARE HARD TO FIND NOWADAYS!

EVERY-THING'S FALLING IN PLACE! SIX OF MY OLD ENEMIES HAVE BANDED TO-GETHER TO TRAP ME! THEY KNOW I WAS WILLING TO FIGHT FOR BETTY BRANT TWICE BEFORE!*

*SPIDER-MAN #11 AND #12.. ED.

BUT WHAT CAN I DO NOW?? WHAT GOOD AM I WITHOUT MY SPIDER-POWERS?? HOW CAN I SAVE HER THIS TIME??

REMEMBER! SEE THAT SPIDER-MAN GETS OUR MESSAGE! ...OR WE'LL HOLD YOU ACCOUNTABLE!

I'LL PRINT IT IN MY PAPER, LIKE YOU ASK! BUT I CAN'T EVEN SWEAR THAT HE KNOWS HOW TO READ!

MY NEXT EDITION WON'T BE OUT FOR HOURS! MAYBE I CAN NOTIFY SPIDER-MAN FASTER BY CONTACTING SOME OF THE OTHER COSTUMED CLOWNS IN TOWN! THEY PROBABLY ALL BELONG TO THE SAME CLUB!

OPERATOR! GET ME THE FANTASTIC FOUR! HOW SHOULD I KNOW? LOOK IN THE PHONE BOOK!

BUT IF THE SINISTER SIX ARE HOLDING AUNT MAY ALSO, WHAT WILL THE SHOCK DO TO HER! SHE'S JUST A FRAIL OLD WOMAN! I'VE GOT TO DO SOME-THING... BUT WHAT?!

THEN, ACROSS TOWN, IN THE WORLD'S MOST FAMOUS SKYSCRAPER HEADQUARTERS...

SPIDER-MAN? NO, WE HAVEN'T SEEN HIM SINCE YESTERDAY WHEN HE WAS SITTING ON A FLAGPOLE OVER ON MADISON AVENUE! HOW DO I KNOW WHAT HE WAS DOING ON A FLAGPOLE?!

IF SOMEONE'S LOOKIN' FOR SPIDER-MAN, TRY THE AVENGERS! THOSE CORNBALLS ARE ALWAYS KEEPIN' TABS ON EVERYBODY!

WHAT'S WITH OL' WEB-HEAD LATELY? ALL OF A SUDDEN HE'S BECOME MR. POPULAR!

NEXT, AN ELECTRONIC CIRCUIT IS ACTIVATED AT AVENGERS HEADQUARTERS, AND...

I DON'T KNOW WHAT IT'S ALL ABOUT, BUT IT MIGHT BE IMPORTANT, CAP!

SORRY, I NEVER EVEN MET SPIDER-MAN! AND NONE OF MY TEAM-MATES ARE HERE AT THE MOMENT!

CAPTAIN AMERICA APPEARS EACH MONTH IN THE AVENGERS.

SHORTLY THEREAFTER, IN THE MYSTERIOUS "DANGER ROOM" OF THE UNCANNY *X-MEN*...

LOOK! A FLAMING MESSAGE IN THE SKY FROM THE *HUMAN TORCH!* IT'S FOR *SPIDER-MAN!*

IGNORE IT! IT DOES NOT CONCERN *US!* CONTINUE WITH YOUR TRAINING PROGRAM!

THE *X-MEN* APPEAR BI-MONTHLY IN THEIR OWN FEATURE-LENGTH MAGAZINE.

MEANWHILE, AS OTHERS SEEK HIM ALL OVER TOWN, THE REAL SPIDER-MAN, IN THE PERSON OF PETER PARKER, DOES SOME BITTER SOUL-SEARCHING AT HOME...

HAVING LOST MY SPIDER POWERS, I WOULDN'T STAND A CHANCE AGAINST *ANY* OF MY OLD FOES...LET ALONE *SIX* OF THEM!

BUT I CAN'T SIT BACK AND DO NOTHING! NOT WITH BETTY AND AUNT MAY IN THE HANDS OF MY MOST DANGEROUS ENEMIES! I'VE *GOT* TO SHOW MYSELF ...FOR *THEIR* SAKE!

AND, IF THIS IS TO BE MY FINISH... AT LEAST I'LL FACE IT... LIKE A MAN!

LATER, AT BUILDING #4 OF THE STARK ELECTRIC PLANT, A COSTUMED FIGURE SLOWLY, NERVOUSLY MOUNTS A CATWALK...

BEFORE LOSING MY POWERS, I COULD HAVE REACHED THIS SPOT WITH ONE EFFORTLESS LEAP! BUT NOW... WHAT'S IN STORE FOR ME??

WELCOME, SPIDER-MAN! SO WE MEET AGAIN!

ELECTRO!!

THIS CARD I'M HOLDING TELLS YOU WHERE TO GO AS THE NEXT STEP OF YOUR TRAIL TO RESCUE BETTY BRANT! BUT... YOU'LL HAVE TO DEFEAT *ME* TO GET IT!!

AND, AS YOU CAN SEE... I SELECTED A BATTLE SITE PERFECTLY SUITED FOR MY ELECTRIC POWERS! SO... LET THE JOUST BEGIN!!

HE'S HURLING AN *ELECTRIC BOLT* AT ME!

NO! *NO!* DON'T... *STOP!!*

A SPLIT-SECOND LATER, A STARTLING REALIZATION DAWNS UPON THE AMAZING TEEN-AGER...

I'M STILL ALIVE!! I DODGED HIS BOLT! BUT...NOBODY WITHOUT SUPER POWERS CAN DO THAT!! THAT CAN ONLY MEAN *ONE* THING...

MY POWERS HAVE *RETURNED* TO ME!! I *HAVEN'T* LOST THEM!! *I'M STILL SPIDER-MAN!*

DON'T GO 'WAY, ELECTRO!! I'LL BE RIGHT *WITH* YOU!!

YOU'RE *FAST*, MISTER...BUT NOT FAST ENOUGH FOR *SPIDER-MAN!!*

I DON'T *NEED* AS MUCH SPEED AS YOU! I HAVE MORE SHEER *POWER!!* SEE WHAT ANY *ONE* OF MY BOLTS CAN DO!

AND, IN A PLACE LIKE *THIS*, I CAN RECHARGE MYSELF... *INCREASING* MY POWER WITH EACH PASSING SECOND!!

BOY! HE'S NOT KIDDIN'!! IT'S LIKE FIGHTING A GIANT LIVING DYNAMO!!

BUT I SHOULD WORRY! SINCE I'VE GOT MY SPIDER POWERS BACK, NOTHING CAN SCARE ME!

AT LEAST I KNOW THAT I'VE NOW GOT A FIGHTING CHANCE! AND THAT'S ALL I'VE EVER ASKED OF LIFE!!

I'VE GOT TO HIDE FROM HIM FOR A SEC WHILE I TRY SOME-THING!

THERE! THAT DOES IT! BY GROUNDING MYSELF PROPERLY, EVEN IF HE CONNECTS WITH ONE OF HIS ELECTRIC BOLTS, THE FORCE SHOULD GO HARMLESSLY THROUGH ME!

NOW, BY CATCHING THAT MAIN POWER SWITCH WITH MY WEB, ONE TUG SHOULD SHUT OFF ALL THE CURRENT IN THIS PLANT, THEREBY WEAKENING ELECTRO!

I SEE YOU UP THERE, SPIDER-MAN! NOW YOU'VE REALLY TRAPPED YOURSELF!

THAT'S WHAT THEY ALL SAY... BEFORE I LOWER THE BOOM!

BUT THIS TIME IT'S TRUE! I'VE BEEN SAVING MY STRONGEST BOLT FOR YOU... AND HERE IT IS!

GOOD THING I GROUNDED MYSELF! I'M ABLE TO TAKE THE FULL EFFECT OF IT, THANKS TO THE ADDITION OF MY SPIDER STRENGTH!

AND **NOW**, YOU HIGH-VOLTAGE HEEL, I'LL GIVE YOU SOMETHING TO TALK ABOUT WHEN YOU WAKE UP BACK IN YOUR CELL! YOU CAN TELL ALL THE OTHER CONS HOW IT FEELS TO BE ON THE RECEIVING END OF A KNOCKOUT PUNCH BY YOUR FRIENDLY NEIGHBORHOOD ***SPIDER-MAN!!***

WHOP!

PLEASANT DREAMS, SWEETIE! JUST WAIT HERE FOR THE POLICE LIKE A GOOD KID WHILE I RELIEVE YOU OF THIS LITTLE CARD!

UH-OH! I'D BETTER GET GOING NOW! I HEAR SOMEONE COMING! BUT WHO CAN IT BE? IT'S A FUNNY SOUND...LIKE *IRON* CLANGING ALONG!!

IRON MAN!! I SHOULD HAVE GUESSED! YOU'RE MR. STARK'S BODY-GUARD, AREN'T YOU?

THAT'S RIGHT, SPIDER-MAN! WHAT WAS ALL THAT RUCKUS I HEARD? WHAT'S GOING *ON* HERE??

TONY STARK'S IRON-CLAD ALTER-EGO APPEARS MONTHLY IN *IRON MAN!*

NO TIME TO EXPLAIN NOW, PAL! BUT YOU'LL FIND A RELUCTANT GUEST WAITING FOR YOU ATOP THE MAIN DYNAMO! TAKE GOOD CARE OF HIM!

MEANWHILE, J. JONAH JAMESON GROWS MORE WORRIED BY THE MINUTE...

ANY TRACE OF SPIDER-MAN YET? IF HE ISN'T FOUND, THERE'S NO TELLING WHAT THE *SINISTER SIX* WILL DO TO *ME!!*

SORRY, MR. JAMESON! WE HAVEN'T LOCATED HIM YET! YOU'D BETTER CALL THE POLICE!

TELL THAT NUT TO HANG UP! THIS AIN'T THE MISSING PERSONS BUREAU!

THEN, AFTER PUTTING DOWN THE PHONE...

I'M EXPECTING A VISITOR LATER! SEE THAT I'M NOT DISTURBED! AND I BETTER NOT FIND OUT YOU'RE GOOFING OFF WHILE I'M IN THERE, UNDERSTAND?

YESSIR, MR. JAMESON!

GO FRY YOUR HAT, YOU OLD SKIN-FLINT!

MEANWHILE, SPIDEY HEADS FOR HIS SECOND UNKNOWN OPPONENT...

THIS IS THE PLACE... JUST ACROSS THE BAY FROM THE WORLD'S FAIR! I WONDER WHAT I'LL FIND HERE?

WHEEEEEEEE

RRRR!

THAT WHISTLE... LIKE A *SIGNAL!* AND IN FRONT OF ME... A SAVAGE *LEOPARD!* ANOTHER *BEHIND* ME! IT CAN ONLY MEAN *ONE THING...!*

RRR!

KRAVEN, THE *HUNTER!!*

SO, SPIDER-MAN... WE MEET *AGAIN!*

AND *THIS* TIME, THE HUNTER SHALL *GET* HIS PREY... WITH THE AID OF MY TWO LITTLE PETS!

THEY'RE CIRCLING ME... ABOUT TO ATTACK ME AT ONE TIME... FROM ALL THREE DIRECTIONS!

HERE THEY *COME!* IF I FIGHT *ONE*, THE *OTHERS* WILL GET ME! I'VE GOT TO STOP ALL THREE AT *ONCE!!*

SPIDER-POWERS, IF I EVER NEEDED YOU, I NEED YOU *NOW!*

WITH EVERY NERVE TINGLING... EVERY SENSE HONED TO A RAZOR SHARP EDGE...THE MOST AMAZING HUMAN FIGHTING MACHINE THE WORLD HAS EVER KNOWN GOES INTO ACTION WITH DAZZLING SPEED AND SURGING POWER!

MISSED ME, ALL THREE OF YOU!! THAT DOES IT, KRAVEN! YOU HAD YOUR CHANCE! WITH SPIDER-MAN, THERE AREN'T ANY SECOND TRIES!

HE'S HOLDING MY PETS OFF WITH THAT BLASTED *WEBBING* OF HIS! I'VE GOT TO ESCAPE WHILE I CAN!

RUNNING OFF SO SOON, KRAVEN? HOPE I HAVEN'T *BORED* YOU TOO MUCH!!

BUT, NOW THAT THE FIGHT HAS GONE OUT OF YOUR TWO LITTLE PUSSY CATS...

WHAT'S HE UP TO *NOW*? I'VE NEVER SEEN ANYONE MOVE SO FAST... OR FIGHT SO SAVAGELY! HE'S LIKE A WHIRLWIND UNLEASHED!

YOU CAN'T LEAVE *YET*, GUNGA DIN! YOU STILL *HAVE* SOMETHING OF MINE!

DON'T PRESS YOUR LUCK, SPIDER-MAN! IF I EVER GET MY *HANDS* ON YOU...!!

I'LL WORRY ABOUT *THAT* WHEN THE TIME COMES! LIKE *NEVER!*

BUT FIRST, I'LL TAKE THE CARD WHICH HAS MY NEXT ADDRESS ON IT! HOPE YOU'RE NOT *TICKLISH*, KRAVEN!

QUICK, MY PETS! WHILE HIS BACK IS TURNED! *AFTER HIM!!* WE CAN *STILL* SMASH HIM!

YOU *NEVER* GIVE UP, DO YOU?? I'LL BET YOU'RE STILL WEARIN' A *VOTE-FOR-DEWEY* BUTTON!

SEE YOU AROUND, KRAVEN! AND BY THE WAY... IF YOU'VE GOT A FEW MINUTES TO KILL, WHY DON'T YOU SEE A GOOD *BARBER*?!

BOY, I FEEL LIKE A MILLION BUCKS! I REALIZE NOW THAT I *NEVER* LOST MY SPIDER POWERS...I JUST *IMAGINED* I DID!

IT WAS ALL *PSYCHO-SOMATIC*, BROUGHT ON BY A DEEP-ROOTED FEELING OF GUILT DUE TO UNCLE BEN'S DEATH!

WHAT'S *THAT*...? A CIRCLE OF *FLAME* BELOW ME!

WELL, IT'S NOTHING FOR *SPIDER-MAN* TO WORRY ABOUT...

ONE QUICK AND EASY *FLIP-OVER* AND I MISS IT BY A MILE!

SPIDER-MAN!! HOLD IT, YOU JACK-RABBIT!! I WANNA *TALK* TO YOU!!

THE *HUMAN TORCH* I SHOULD HAVE *KNOWN!* BEAT IT, LOUDMOUTH! I'M BUSY!

NO! WAIT.. I'VE GOT SOMETHING TO TELL ...*YEOW!* CUT IT *OUT!!*

CAN'T YOU TAKE A HINT, YOU FLAMING FREAK! I HAVEN'T TIME TO GIVE OUT *AUTOGRAPHS* TODAY...NOW *GET LOST!*

THE *HUMAN TORCH* APPEARS MONTHLY IN *STRANGE TALES!*

BOY! SOMETIMES I WISH YOU'D REALLY TURN *BAD*, SO I COULD LET YOU HAVE IT WITHOUT PULLIN' ANY PUNCHES!! ANYWAY, THIS LITTLE FLAME BLANKET OUGHT TO HOLD YOU STILL FOR A MINUTE!

ARE YOU KIDDIN'?? NO HUMAN MATCHSTICK CAN PUT THE KIBOSH ON *ME*!!

WHEW! AND THEY SAY *I'M* MULE-HEADED! LOOK, ALL I WANNA DO IS *TELL* YOU SOMETHING!! YOU'RE HARDER TO SEE THAN THE *PRESIDENT!*

OKAY, HOTHEAD, TALK FAST! BUT IF IT'S A *TRICK*, I'LL RIP OPEN THIS WATER TANK AND TURN YOU INTO A PILE OF SOGGY *ASHES!*

RELAX, PEABRAIN! I HEARD YOU WERE IN TROUBLE...EVERYONE'S *LOOKIN'* FOR YOU...THEY SAY YOU'RE UP AGAINST IMPOSSIBLE ODDS!

SO I THOUGHT YOU COULD USE SOME *HELP!*

I'LL ADMIT YOU'RE NOT THE PERSON I'D LIKE MOST TO BE STUCK ON A DESERT ISLE WITH, BUT SEEIN' AS HOW WE'RE ***BOTH*** SORT OF IN THE SAME LINE OF WORK, I FIGURED MAYBE I COULD LEND A HAND!

OH, IS ***THAT*** IT? WELL, I'M SORRY I BLEW UP THE WAY I DID, TORCH!

BUT THIS FIGHT OF MINE IS PRETTY ***PERSONAL*** ... SO I'LL HANDLE IT ***ALONE***.!!

OKAY, GUY, IF THAT'S HOW YOU ***WANT*** IT! ROTS OF RUCK!

MEANWHILE, THE MAN WHO HAS ENGINEERED THE WHOLE COMPLICATED PLAN OF REVENGE AGAINST SPIDER-MAN, WATCHES THE RESULTS SO FAR WITH KEEN INTEREST AND MOUNTING DISAPPOINTMENT...

HMM... SO SPIDER-MAN GOT PAST HIS ***SECOND*** OBSTACLE, ALSO! WELL, WE'LL HAVE TO BE EVEN ***MORE*** CAREFUL FROM NOW ON!!

SORRY I'VE BEEN SUCH A POOR HOST, NEGLECTING YOU CHARMING LADIES THIS WAY... BUT I'VE HAD SOME VERY URGENT MATTERS TO ATTEND TO! AND NOW, I HOPE YOU'LL LIKE THIS DANISH PASTRY WITH YOUR COFFEE!

SUCH A CHARMING GENTLEMAN! IT'S A PLEASURE TO MEET SOMEONE WITH SUCH GOOD MANNERS NOWADAYS!

AT THAT VERY MOMENT, IN ANOTHER PART OF TOWN, SPIDER-MAN RECEIVES A RUDE SHOCK!

THIS IS THE ***THIRD*** ADDRESS I'M SUPPOSED TO... ***WAIT!*** THE ***X-MEN!*** BUT... HOW CAN THIS BE??

HOLD IT, YOU GUYS!! ***WAIT...!*** IT'S A ***MISTAKE!*** I MUST HAVE COME TO THE WRONG ADDRESS! ***LOOK OUT!***

I DON'T ***GET*** IT! CYCLOPS IS BLASTING MY WEB WITHOUT GIVING ME A CHANCE TO EXPLAIN!!

AND THEN . . . THE *SECOND* STARTLING SHOCK!

HOLY SMOKE! THEY'RE NOT THE REAL *X-MEN*, AT ALL!!

THEY'RE JUST A BUNCH OF HIGHLY DEVELOPED *ROBOTS!*

BUT WHOEVER CREATED THEM MADE THEM ALMOST AS DANGEROUS AS THE *ORIGINALS!*

IMITATION OR NOT, CYCLOPS' POWER BEAM IS *STILL* LETHAL ENOUGH TO KEEP ME HOPPING!

THAT DOES IT! HE CAN'T DO ANY MORE DAMAGE WITH HIS EYES IF MY WEBBING HOLDS HIM OFF BALANCE THAT WAY!!

AND THEN, THE AMAZING TEEN-AGER'S SPIDER-SENSE TELLS HIM THAT ONE OF THE METAL WALLS ISN'T METAL AT ALL!

WHOEVER MY *REAL* ENEMY IS . . . HE'S BEHIND THIS CAMOUFLAGED WALL! I'D BETTER ATTACK HIM BEFORE HE CAN TRY SOMETHING *ELSE!*

MYSTERIO! OF *COURSE!* ONLY *YOU* HAVE THE TECHNICAL KNOW-HOW TO DESIGN SUCH DEADLY, DECEPTIVE MECHANICAL DEVICES!

THEY WOULD HAVE STOPPED ANYONE *ELSE!* YOUR LUCK IS *UNBELIEVABLE!*

LUCK, YOU CALL IT?? MISTER, YOU DON'T KNOW THE HALF OF IT! I'M THE ORIGINAL HARD-LUCK KID!

BUT THAT WON'T STOP ME FROM PLAYIN' A DRUM SOLO ON THAT GLASS FISHBOWL OF YOURS UNLESS YOU GIVE ME THE CARD WITH MY FOURTH DESTINATION ON IT!!

THERE! I SEIZED HIS CARD, AND NOW... UHHHH! THAT'S WHAT I GET FOR BEING OVER-CONFIDENT!

SURELY YOU DIDN'T THINK MYSTERIO COULD BE DEFEATED SO EASILY!

HE'S UNLEASHED A SMOKE SCREEN OF HIS SPECIAL CHEMICAL MIST...IT'S ONE OF HIS GREATEST DEFENSIVE WEAPONS!

NICE TRY, MYSTERIO! BUT, DID YOU FORGET THAT MY SPIDER-SENSE ENABLES ME TO FIND ANY ENEMY WITHIN REACH, EVEN IF I CAN'T SEE HIM!!

AND, IN CASE YOU THINK I'M EXAGGERATING... HERE'S A LITTLE CONVINCER FOR YOU!

NOW TO SEE WHERE THAT CARD DROPPED, AND TO... OH NO! NOT THERE!

IT FELL ONTO A SMOULDERING SECTION OF THE FLOOR, IGNITED BY THE CYCLOPS' ROBOT POWER BEAM!

IF I TOUCH IT, IT MAY WITHER INTO ASHES!

ONLY ONE CHANCE! I'LL LET MY LIQUID WEBBING COVER IT, PUTTING OUT THE FLAMES!

NOW, WHEN I PEEL AWAY THE PAPER, THE IMPRINT OF THE WRITING MAY SOME-HOW HAVE BEEN TRANSFERRED ONTO MY WEBBING!

I'VE GOT TO CONCENTRATE HARDER THAN EVER BEFORE! IT'S UP TO MY SPIDER-SENSE TO DETECT THE MESSAGE THAT WAS WRITTEN HERE, BEFORE EVERY LAST TRACE OF IT FADES AWAY!

MEANWHILE, BACK AT THE OFFICE OF J. JONAH JAMESON...

WHAT IN SAM HILL HAPPENED TO SPIDER-MAN?? DID HE GET MY MESSAGE ?? HOW CAN I KNOW IF.. HEY! THERE'S A SPIDER OUTSIDE MY WINDOW!

HMM... IF ANT-MAN CAN TALK TO ANTS, THEN WHY SHOULDN'T SPIDER-MAN... I WONDER...?

WHO ARE YOU? DID SPIDER-MAN SEND YOU? DON'T JUST HANG THERE... GIVE ME THE MESSAGE!

AND OUTSIDE THE DOOR OF J.J.'S PRIVATE OFFICE...

IS OL' SKIN-FLINT TALKIN' TO THAT SPIDER, OR AM I GOIN' NUTS?

IF HE IS, IT'S NOT YOU WHO'S GOING NUTS!

C'MON! I HAVEN'T GOT ALL DAY! WHERE'S SPIDER-MAN?

BUT NOW, OUR SCENE CHANGES ONCE AGAIN, AS SPIDER-MAN, HAVING ANALYZED THE MESSAGE ON HIS LAST CARD, REACHES HIS NEXT DESTINATION..

IT'S NOTHING MORE THAN A WALLED-IN COURT! I WONDER WHAT EX-ENEMY IS WAITING TO ATTACK ME HERE?

THAT'S STRANGE! THERE'S A NOTE TELLING ME WHERE TO GO NEXT! AND NO ONE TO STOP ME FROM READING IT!

OH, WELL, WHOEVER HE WAS, MAYBE HE GOT COLD FEET!

BUT THEN, SUDDENLY, A SHAPE TAKES FORM RIGHT BEFORE THE STARTLED YOUTH'S EYES!

SANDMAN!! I SHOULD HAVE GUESSED IT WOULD BE YOU!

I'VE WAITED A LONG TIME FOR THIS MOMENT.. ..AND NOW AT LAST IT'S HERE!!

SO, IF YOU WANT THAT CARD, COME AND GET IT!!! ALL YOU HAVE TO DO IS GET PAST ME!!

KNOW SOMETHING, BUTTERCUP? I PLAN ON JUST DOING THAT LITTLE THING!

YOU'RE HELPING ME TO BEAT YOU BECAUSE YOU'RE SUCH A *SHOWOFF*, SANDMAN!! IF YOU HAD REMAINED IN YOUR *SANDY* FORM, I WOULDN'T HAVE BEEN ABLE TO WALLOP YOU WITH ALL MY SPIDER STRENGTH...LIKE *THIS*!!

BUT *NO*! YOU HAD TO TAKE FORM IN FRONT OF MY EYES, TO MAKE A DRAMATIC APPEARANCE! OKAY, SO YOU IMPRESSED ME!!

WHAP!

AND NOW, I'LL JUST... UH-OH!! WHEN I TOUCHED THE NOTE, IT CAUSED THOSE IRON PANELS TO RAISE!!

THEY'VE FORMED AN ESCAPE-PROOF IRON CELL! I'M TRAPPED INSIDE WITH SANDMAN!!

HAH! STILL FEEL LIKE GLOATING OVER YOUR "VICTORY", SPIDER-MAN??

I PURPOSELY *ALLOWED* YOU TO GET THE NOTE, TO LET YOU THINK YOU'D WON!

WHEW! I'D ALMOST FORGOTTEN HOW HE CAN RESHAPE HIS SAND MOLECULES INTO ANY FORM!!

AND NOW, NO MATTER HOW YOU TRY TO DODGE MY BLOWS, IT'S ONLY A MATTER OF TIME BEFORE I CONNECT WITH YOU! YOU CAN'T KEEP DUCKING *FOREVER!*

BUT THEN, SURPRISINGLY, THE SANDMAN BEGINS TO SLUMP FORWARD, WEAKENING... AS THOUGH ON THE VERGE OF COLLAPSE!!

WHAT'S *HAPPENING* TO ME?? I CAN'T *BREATHE!* NEED AIR... AIR!!

ANOTHER TRICK?? NO... HE *MEANS* IT! I REALIZE WHAT HAPPENED!

HE MADE HIS TRAP *TOO* PERFECT! TO BE SURE I COULDN'T ESCAPE, HE MADE IT *AIRTIGHT!!*

AND HIS MISTAKE WAS... *HE* NEEDS A NORMAL AMOUNT OF AIR TO BREATHE... BUT MY SPIDER-STRENGTH ALLOWS ME TO HOLD MY BREATH LONGER!

NOW IT'S EASY FOR ME TO PRY THE DOOR LOCK OPEN AND GET ON TO MY NEXT OBJECTIVE!

AND BY *THIS* TIME, J.J. JAMESON HAS REALIZED THAT SPIDERS CAN'T, OR WON'T TALK, AND SO...

I HOPE NOBODY NOTICED ME SHOUTING AT THAT BLAMED SPIDER!!

SAY! WHAT ARE ALL MY COMPETITORS' NEWSPAPERS DOING HERE?

IT'S THE ONLY WAY WE COULD LEARN WHAT'S HAPPENING WITH *SPIDER-MAN!* THEY'VE ALL BEEN PRINTING EXTRAS EXCEPT US!

YOU BLITHERING NUMB-SKULL!! WHY DIDN'T YOU *TELL* ME?? WHY DIDN'T *WE* PRINT AN EXTRA, TOO?

YOU SAID YOU DIDN'T WANT TO BE DISTURBED! AND WE CAN'T GO TO PRESS WITHOUT YOUR O.K.!

OH, NO!! EVERYBODY IN TOWN HAS SCOOPED ME ... ON MY OWN STORY!!

WHILE BACK AT THE HEADQUARTERS OF A THOUGHTFUL DOCTOR OCTOPUS ...

I NEVER THOUGHT SPIDER-MAN WOULD DO SO WELL! ONLY THE *VULTURE* REMAINS TO OPPOSE HIM!

I'D BETTER MAKE SOME NEW PLANS, IN CASE HE REACHES *HERE!*

I'M SO SORRY THAT *YOU'VE* BECOME INVOLVED IN ALL THIS, MRS. PARKER!

OH, THAT'S ALL RIGHT, DEAR! I JUST HOPE THAT PETER ISN'T TOO WORRIED ABOUT ME! THE DEAR BOY IS SO NERVOUS AND HIGH-STRUNG!

AND, AT THAT MOMENT, AUNT MAY'S "NERVOUS, HIGH-STRUNG" NEPHEW IS MEETING HIS FORMER FLYING FOE FACE-TO-FACE AGAIN!

THE VULTURE!!!

I AM THE LAST ON YOUR LIST, SPIDER-MAN ... BECAUSE I AM THE MOST *DANGEROUS* OF ALL!

ONLY *I* CAN TELL YOU WHERE TO FIND BETTY BRANT ... BUT IF YOU WANT A CHANCE TO FIGHT ME, YOU MUST DO IT *MY* WAY!

EACH TIME WE FOUGHT IN THE PAST, YOU DEFEATED ME WITH YOUR ACCURSED *WEB!* IF YOU WANT ANOTHER CHANCE YOU MUST REMOVE YOUR WEBBING DEVICE ... OR ELSE I'LL SIMPLY FLY OFF!

LOOKS LIKE YOU LEAVE ME NO CHOICE!

I DON'T KNOW *HOW* I CAN DEFEAT A FLYING MAN WITHOUT MY WEBBING... BUT THIS IS AS GOOD A TIME AS ANY TO DREAM UP A WAY!

GOOD!! AND NOW, I'LL SHOW YOU WHAT THE VULTURE CAN DO AGAINST A SPIDER WITHOUT HIS WEB!!

FIRST, I SQUIRT SOME SPECIALLY PREPARED *OIL* AT THE LEDGE ON WHICH YOU'RE STANDING!!

AND THEN, BY BEATING MY WINGS VIOLENTLY, I CAN CAUSE ENOUGH AIR PRESSURE TO FORCE YOU BACK...RIGHT OFF THE SLIPPERY SURFACE!!

HE'S *RIGHT!* THE OIL MADE IT SO SLICK, I'M SLIPPING OFF!

BUT EVEN WITHOUT MY WEB, I STILL HAVE THE POWER OF *STICKING* TO ANY DRY SURFACE... LIKE A SPIDER!

HE LASSOED MY LEG! WELL, HE'S SURE GONNA REGRET *THAT* BONEHEAD PLAY BEFORE HE GETS MUCH OLDER!!

YOU DIDN'T THINK I'D LET YOU *REMAIN* STUCK TO THE SIDE OF THAT BUILDING, DID YOU ??

I'VE GOT TO HURL MYSELF AS CLOSE TO HIM AS POSSIBLE BEFORE HE CAN PRY ME LOOSE... *NOW*, WHILE HE LEAST EXPECTS IT...!

HERE *GOES!* NOW I'LL HOLD THE ROPE WITH ONE HAND AND FREE MY LEG WITH THE OTHER!

AT TIMES LIKE *THIS*, MY OL' SPIDER SPEED SURE COMES IN HANDY!

THE VULTURE *STILL* ISN'T SURE WHAT I'M UP TO! NOW TO LASSO *HIS* LEG BEFORE HE LETS THE ROPE GO!!

HEY, VULCHY BOY, HOW *ABOUT* THAT ??! IF THE SPIDER-MAN BUSINESS EVER GETS SLOW, I'LL TRY FOR A JOB ACTING IN T.V. WESTERNS!

I DID IT!!

AND NOW, YOU WING-FLAPPIN' WEASEL, I'M GONNA CLIP YOUR PIN FEATHERS FOR YOU!!

...UNLESS YOU TELL ME WHERE TO FIND BETTY BRANT...AND I MEAN RIGHT *NOW*, HEAR??

SURE, I'LL TELL YOU! YOU'LL NEVER BE ABLE TO LEAVE THE PLACE ALIVE, ANYWAY! AND IF YOU *DO*... WE'LL MEET AGAIN, SPIDER-MAN...I'LL SEE TO THAT!

THAT'S OKAY WITH ME, FLY BOY! YOU KNOW YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN IS ALWAYS AVAILABLE FOR WEDDINGS, BAR-MITZVAHS, AND ALL SORTS OF FUN THINGS! NOW FLY ME BACK TO WHERE I LEFT MY WEBBING... GIDDIYAP!

EXACTLY SIXTY SECONDS LATER...

NOW YOU JUST STAY THERE, ALL NICE AND SNUG, WHILE SPIDEY GOES BYE-BYE! IF YOU GET LONELY, JUST WAVE TO THE NICE PEOPLE BELOW!!

BUT THE VULTURE ISN'T THE ONLY ONE WHOSE THOUGHTS ARE UNPRINTABLE AT THAT MOMENT...

MR. JAMESON, OUR NEWSDEALERS REPORT WE HAVEN'T SOLD A NEWSPAPER IN THE PAST HOUR!

NATURALLY!! ALL THE *OTHER* PAPERS HAVE COME OUT WITH SPIDER-MAN *EXTRAS* ...EXCEPT *US!* GET *OUT* OF HERE...LET ME SUFFER IN PEACE!

AND, WHAT OF THE OMINOUS *DOCTOR OCTOPUS..?*

I HOPE YOU LADIES WILL EXCUSE ME FOR A WHILE! I'M EXPECTING ANOTHER, EH, *VISITOR,* TO ARRIVE SHORTLY!

BUT WHAT A ABOUT *US?*

DON'T WORRY, MISS BRANT... I'LL BE *BACK!*

MRS. PARKER!! WHAT DO YOU SUPPOSE HE MEANT BY *THAT??*

I DON'T KNOW, MY DEAR! BUT DOESN'T HE HAVE THE MOST *CHARMING* MANNERS? HE'S SO WELL-SPOKEN!

AND, JUST A FEW HUNDRED YARDS AWAY...

SO *THIS* IS MY FINAL DESTINATION... AN OLD *CASTLE,* IMPORTED TO THIS COUNTRY STONE BY STONE! I'VE A PRETTY GOOD HUNCH WHO I'LL FIND INSIDE!

BETTER MAKE SURE MY WEB FLUID CAPSULES ARE ALL FILLED!

I HOPE I WON'T BE CONSIDERED IMPOLITE IF I DON'T KNOCK ON THE FRONT DOOR, BUT I HATE TO DISTURB PEOPLE WITH SUDDEN VISITS!

IF I PASS AUNT MAY, OR BETTY, MY SPIDER SENSE WILL WARN ME... BUT I HAVEN'T PASSED THEM *YET!* I'LL HAVE TO KEEP GOING!

FINALLY...

DOWN BELOW...IT'S *DOCTOR OCTOPUS*...WITHOUT HIS MECHANICAL ARMS!! I'LL NEVER HAVE A BETTER CHANCE AT HIM THAN *NOW!*

HI, DOC! LONG TIME NO SEE!!

SPIDER-MAN!! I'VE BEEN *EXPECTING* YOU!

SURE...I'LL *BET* YOU HAVE! BY THE WAY, WHERE ARE BETTY BRANT AND MRS. PARKER?

I'VE GOT TO KEEP HIM OCCUPIED TILL I CAN SPRING MY TRAP!!

WHAT WOULD MAKE YOU THINK *I'VE* SEEN THEM?? WHO *IS* MRS. PARKER, ANYWAY?

SHE'S THE AUNT OF A TEEN-AGER WHO KNOWS BETTY! SHE'S GOT NOTHING TO DO WITH YOU! WHY DID YOU BRING HER HERE?? AND DON'T PULL THAT INNOCENT ROUTINE ON ME!

I WOULDN'T *DREAM* OF IT!!

MY SPIDER SENSE IS *WARNING* ME...DANGER.. BEHIND ME... *OHH...TOO LATE!*

HAH! YOU DIDN'T SUSPECT THAT I COULD CONTROL MY ARMS *MENTALLY*, DID YOU? NOW I'VE *GOT* YOU, YOU MEDDLESOME JUVENILE!

YOU WERE A *FOOL* TO THINK YOU HAD A CHANCE AGAINST THE POWER OF DOCTOR OCTOPUS!

TELL ME SOMETHING, OCK... ARE YOU TRYIN' TO DEFEAT ME BY *TALKING* ME TO DEATH?!

AHH, THAT'S MORE LIKE IT! I HAD A HUNCH THAT YOUR ARMS WOULD RELINQUISH THEIR GRIP ONCE I STUNNED YOU, IF THEY WERE UNDER YOUR MENTAL CONTROL!

UH-OH! IT DOESN'T TAKE OCK LONG TO RECOVER HIMSELF, DOES IT? WELL, I'LL JUST HAVE TO STAY OUT OF HIS REACH FOR A WHILE!

HE'S RECALLED HIS ARMS! THEY'RE GOING BACK TO HIM! *NOW* WHAT'S HE UP TO!?

OH, WELL, I'LL WORRY ABOUT THAT LATER! I'VE STILL GOT TO FIND BETTY AND AUNT MAY RIGHT NOW!

WHILE IN A NEARBY CHAMBER, THE AWESOME DOCTOR OCTOPUS ATTACHES HIS INCREDIBLE ARTIFICIAL APPENDAGES, AND THEN...

WHY SHOULD I KNOCK MYSELF OUT WHEN I CAN TRACE HIS MOVEMENTS *THIS* WAY... AND WAIT UNTIL HE'S IN THE MOST VULNERABLE POSITION!

THIS PLACE HAS MORE TWISTS AND TURNS THAN A CORKSCREW! MY SPIDER SENSE IS TINGLING, BUT I DON'T *SEE* ANYTHING WRONG YET...!

BUT SUDDENLY, A TRAP DOOR OPENS BENEATH SPIDER-MAN'S FEET, AND A POWERFUL BLAST OF AIR FROM THE CEILING FORCES HIM DOWN BEFORE HE CAN LEAP TO SAFETY!

UH-OH! LOOK OUT BELOW!!

BOY! WHAT A *MOVIE SERIAL* THIS WOULD MAKE! A NEW CLIFF-HANGER EVERY MINUTE!!

AND NOW, YOU INSUFFERABLE NUISANCE, I'M GOING TO DEFEAT YOU IN A MANNER MOST BEFITTING *MY NAME!* I SHALL *JOIN* YOU IN THAT GIANT FISHBOWL, AND ATTACK YOU JUST AS A *REAL* OCTOPUS WOULD!

IF YOU'VE ANY LAST WORDS TO UTTER, SPIDER-MAN, SAY THEM *NOW*...OH, I'M SORRY! I FORGOT YOU CANNOT HEAR ME THROUGH MY AIR MASK! WHAT A PITY...I NEGLECTED TO FURNISH ONE FOR *YOU*!

I'VE BEEN IN TIGHT SPOTS *BEFORE*... BUT SOMETHING TELLS ME THEY'RE GONNA SEEM LIKE *PICNICS* COMPARED TO THE JAM I'M IN *NOW*!

BUT I MUSTN'T PANIC! CAN'T AFFORD TO LOSE! IT'S NOT JUST *MY* LIFE... I HAVE *BETTY* AND *AUNT MAY* TO THINK OF!! I'VE GOT TO AVOID THOSE *ARMS* OF HIS!

CAN'T STAY SUBMERGED AS LONG AS HE CAN... HAVE TO COME UP FOR AIR EVERY SO OFTEN! AND HE *KNOWS* IT!!

JUST WHAT I *FEARED!* HE GRABBED MY FOOT WHEN I WENT TO THE SURFACE! HE'S STARTING TO PULL ME DOWN NOW!!

I CAN HOLD MY BREATH LONGER THAN ANY OTHER HUMAN BEING... BUT *NOT* FOREVER! ONLY ONE LAST CHANCE... I'LL RELEASE *ALL* OF MY WEBBING... AT *ONCE!*

IT'S *WORKING!* THE THIN, STRONG STRANDS OF WEB ARE ENTANGLING HIS ARMS LIKE SEAWEED... HE'S HAVING TROUBLE CONTROLLING THEM!! MY LEG IS FREE!

I'LL KEEP CLOSE TO THE *EDGE* OF THE BOWL AND AVOID THE WEBBING THIS WAY! THE MORE HE STRUGGLES, THE MORE HE'S TANGLING HIMSELF UP!

FINALLY...

STOP STRUGGLING, YOU NINCOMPOOP... I'LL UNTANGLE YOU ENOUGH SO THE *POLICE* WILL RECOGNIZE YOU WHEN THEY GET HERE!

YOU AND MY OTHER LITTLE SPARRING PARTNERS OUGHT TO BE REAL PROUD OF YOURSELVES... YOU PRACTICALLY *HANDED* ME MY VICTORIES ON A SILVER PLATTER! IF YOU EACH HADN'T BEEN SO ANXIOUS TO GET THE CREDIT FOR BEATING ME ALONE, AND TEAMED UP AGAINST ME, YOU MIGHT HAVE HAD A CHANCE!

AND NOW, SOONER OR LATER MY SPIDER SENSE WILL LEAD ME TO BETTY AND AUNT MAY... AHH, I FEEL A TINGLING *ALREADY!*

I'VE *FOUND* YOU!! ARE YOU OKAY??

SPIDER-MAN! OH, THANK HEAVENS!! THAT HORRIBLE DR. OCTOPUS KEPT SAYING YOU DIDN'T HAVE A *CHANCE!*

SO, *THAT'S* SPIDER-MAN! WHAT A PERFECTLY *GHASTLY* OUTFIT! HE'S SO *VILLAINOUS-LOOKING!* NOT AT ALL AS PLEASANT AS THAT WELL-MANNERED DR. OCTOPUS!

I'M SURE DR. *OCTOPUS* WOULD NEVER HAVE ENTERED THAT WAY WITHOUT KNOCKING!

WELL, I'LL BE LEAVING NOW! I SENT A MESSAGE TO THE POLICE BEFORE I ARRIVED HERE... THEY SHOULD *BE* HERE ANY MINUTE!

JUST THINK, MRS. PARKER... WE'RE *SAFE!*

I'M AFRAID I DON'T UNDERSTAND *ANY* OF THIS!

DO YOU THINK IT'S PROPER TO LEAVE WITHOUT SAYING GOOD-BYE TO OUR *HOST?* I WONDER WHERE HE WENT?

I'D *LOVE* TO KNOW WHO SPIDER-MAN REALLY IS! BUT, BENEATH THAT DISGUISE, HE COULD BE *ANYBODY!* AND HIS MASK MUFFLES HIS VOICE SO, THAT IT'S ALMOST UNRECOGNIZABLE!

I'VE GOT TO REACH HOME BEFORE AUNT MAY, AND MEET HER AT THE DOOR, SO SHE NEVER SUSPECTS ANYTHING!

AND A SHORT TIME LATER, AS A POLICE CAR DRIVES UP TO THE DOOR ...

AUNT MAY! I WAS SO *WORRIED* ABOUT YOU!

SHE'S ALL RIGHT, PETER! EVERYTHING IS FINE!

OF *COURSE* I'M ALL RIGHT, DEAR! I HAD A VERY NICE VISIT WITH THE MOST INTERESTING MAN!

I GUESS YOU WON'T NEED US ANY MORE, LADIES!

YOU MEAN, YOU'RE NOT ALL SHOOK-UP, OR ANYTHING??

HEAVENS, NO! AND I'VE ASKED YOU NOT TO USE THAT AWFUL SLANG, HAVEN'T I, PETER?

YOUR AUNT IS A VERY, EH.. UNUSUAL WOMAN, PETER!

I *WILL* ADMIT I WAS A BIT WORRIED ABOUT *YOU*, PETER! I KNOW HOW NERVOUS YOU GET BEING ALL ALONE IN THE HOUSE!

GOSH, AUNT MAY... I KEEP *TELLING* YOU...THAT WAS WHEN I WAS *FIVE YEARS OLD!*

WELL, I GUESS I'D BETTER BE GOING NOW! MR. JAMESON IS PROBABLY WONDERING ABOUT ME!!

NONSENSE, DEAR! I'LL GET SOME COOKIES AND MILK, AND WE'LL ALL SIT DOWN FOR A FEW MINUTES AND... *OH!!! OH HEAVENS!!*

THIS IS WHAT I WAS AFRAID OF! A DELAYED SHOCK REACTION! SHE'S JUST REALIZING WHAT SHE WENT THROUGH *NOW!*

DO YOU REALIZE WE MISSED *THE BEVERLY HILLBILLIES??* I FORGOT ALL *ABOUT* THEM! AND I'VE BEEN WAITING ALL WEEK...!!

YOU MEAN... *THAT'S* WHAT UPSET YOU??

KNOW SOMETHING, AUNT MAY? IN CASE I FORGOT TO TELL YOU, YOU'RE THE EVER-LOVIN' *GREATEST!*

PETER PARKER!! WHAT AM I GOING TO DO WITH YOU?! THERE YOU GO USING THAT AWFUL SLANG AGAIN!

SORRY, AUNT MAY! I'LL TRY TO BE MORE CAREFUL!

I WONDER HOW MANY OTHER GUYS WITH SUPER-POWERS GET SCOLDED BY THEIR AUNTS IF THEY DON'T TOE THE MARK?

BUT I SHOULDN'T PICK ON YOU, DEAR! I'M SO GLAD TO SEE YOU LOOKING CHEERFUL AGAIN! THE REASON I WENT TO SEE MISS BRANT WAS TO FIND OUT WHY YOU WERE SO UNHAPPY BEFORE!

SO THAT'S IT! BOY! I'D BETTER REMEMBER ALWAYS TO LOOK CHIPPER FROM NOW ON!

WELL, WE'RE ALL TOGETHER NOW, AND EVERYTHING'S OKAY, SO LET'S HAVE THOSE COOKIES, AUNT MAY, AND THEN I'LL TAKE BETTY BACK TO HER OFFICE!

DID ANYONE EVER TELL YOU HOW YOUR NOSE WRINKLES UP WHEN YOU SMILE, PETER?

MY! HAVE YOU NOTICED THAT, TOO? I THOUGHT I WAS THE ONLY ONE!

BUT, BEFORE WE DRAW THE FINAL CURTAIN ON OUR SPARKLING LITTLE SAGA, LET'S TAKE ONE LAST LOOK AT J. JONAH JAMESON, WHO HAS KNOWN HAPPIER DAYS!

HEARD FROM SPIDER-MAN, MR. JAMESON? I WANT TO CONGRATULATE HIM FOR BEATING THE SINISTER SIX!

GET OUTTA HERE! YOU COSTUMED FREAKS SHOULD BE OUTLAWED! EVER SINCE SPIDER-MAN ENTERED MY LIFE, EVEN MY ULCERS HAVE ULCERS!

AND, IF OL' J.J.J. WANTS TO FIND SOME PEOPLE WHO'LL AGREE WITH HIM, HE NEED LOOK NO FURTHER THAN THE CITY JAIL, WHERE HE'D FIND...

NEXT TIME WE TACKLE SPIDER-MAN, WE'LL DO IT THIS WAY...!

AW, SHUDDUP! WE'RE THROUGH TAKIN' ORDERS FROM YOU!

I STILL DON'T KNOW HOW IT HAPPENED! I THOUGHT HE WAS BEATEN, UNTIL...!

TALK, TALK, TALK! THE LEAST THEY COULD DO IS GIVE US EACH A PRIVATE CELL!

AND THAT'S THAT! JUST BETWEEN US, WE'RE GLAD WE HAVE A FULL YEAR TILL OUR NEXT SPIDEY ANNUAL! IT'LL TAKE US THAT LONG TO REST UP FROM DOING THIS ONE!

The End

NOTE: DON'T MISS SPIDEY'S ORIGIN IN THE GREAT NEW MARVEL TALES ANNUAL, NOW ON SALE!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

the BURGLAR

FIRST APPEARED IN...

AMAZING FANTASY 15 AUG.

THIS UNNAMED THIEF IS THE MAN RESPONSIBLE FOR SPIDER-MAN'S VOW TO USE HIS GREAT POWERS TO COMBAT CRIME! FOR, IT WAS THIS ARMED THUG WHO CAUSED THE DEATH OF PETER PARKER'S BELOVED UNCLE, BEN PARKER! ONE FATAL, COWARDLY SHOT... ONE MOMENT OF STARK TRAGEDY, AND A LEGEND WAS BORN!

X-722

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE CHAMELEON

FIRST APPEARED IN...

A NEW ERA IN COMICDOM WAS BORN WITH THE INTRODUCTION OF THE CHAMELEON! THE TITLE *"AMAZING FANTASY"* WAS CHANGED TO *"THE AMAZING SPIDER-MAN"*, AND SPIDEY FOUGHT HIS FIRST COLORFUL SUPER-FOE!

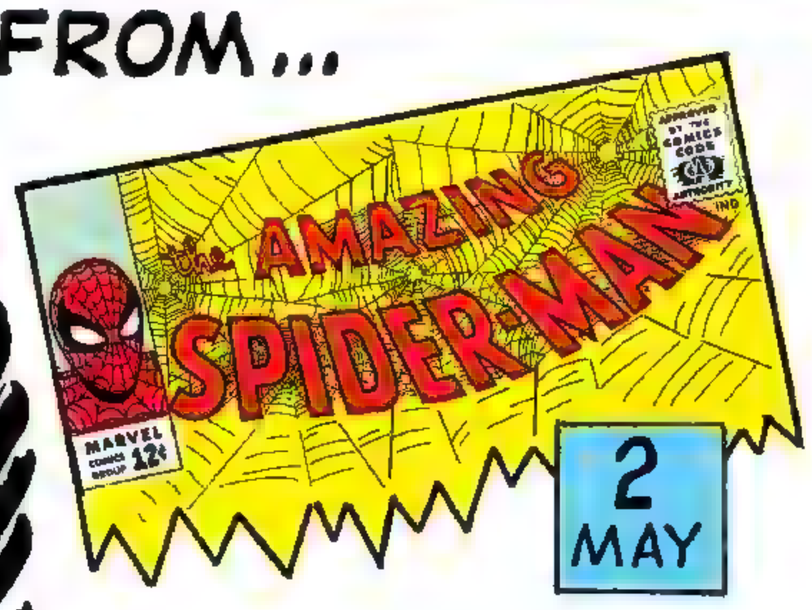
TO THIS DAY, NO ONE HAS EVER LEARNED THE TRUE IDENTITY OF THE MAN WHO CAN TRANSFORM HIMSELF INTO ANYBODY! SO SUCCESSFUL IS THE CHAMELEON'S POWER OF DISGUISE THAT HE ALMOST CONVINCED THE POLICE THAT HE WAS SPIDER-MAN DURING THEIR FIRST UNFORGETABLE ENCOUNTER!

x-722

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The VULTURE

FROM...



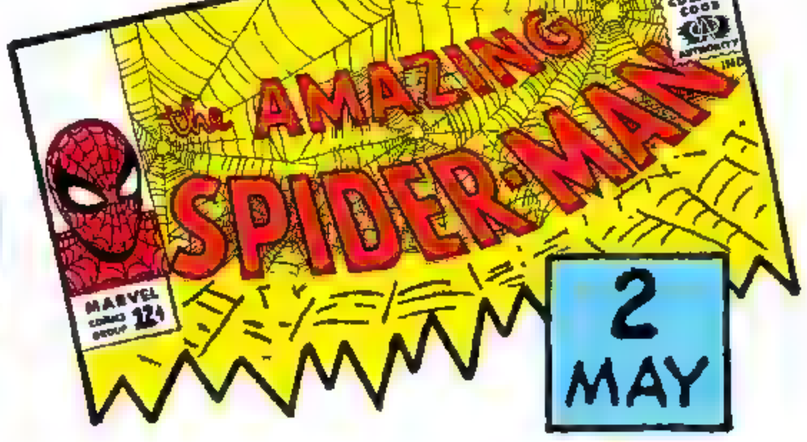
FANDOM WILL NEVER FORGET THE FIRST BATTLE BETWEEN THE VULTURE AND SPIDER-MAN! HIGH ABOVE THE TOWERING SKYSCRAPERS THEY FOUGHT, THE MYSTERIOUS WINGED MENACE, AND THE TEEN-AGE CRIME-FIGHTER WHO HAD NEVER YET BATTLED SO DANGEROUS, SO POWERFUL A FOE!

ACTUALLY, IT WAS IN THIS EPIC BATTLE THAT SPIDER-MAN IS SAID TO HAVE TRULY UNDERGONE HIS BAPTISM OF FIRE!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The TERRIBLE TINKERER

FIRST APPEARED IN...



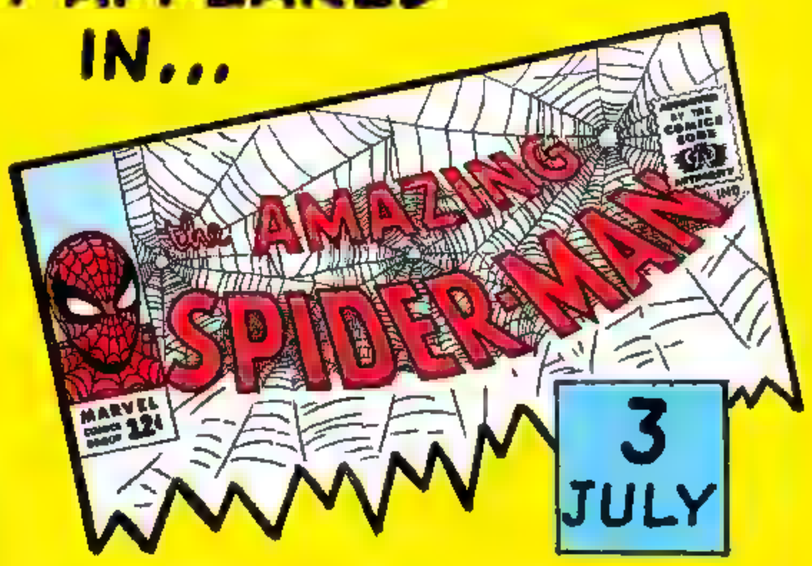
THIS STRANGE FOE IS CHIEFLY TO BE REMEMBERED BECAUSE OF THE FACT THAT HE HAS BEEN THE FIRST, AND THE ONLY ALIEN MENACE SPIDER-MAN HAS EVER FOUGHT!

LITTLE DID THE AMAZING TEEN-AGER DREAM, AS HE VENTURED INTO THE TINKERER'S GLOOMY SHOP, THAT THE FATE OF HIS ENTIRE PLANET HUNG UPON SPIDER-MAN'S VICTORY AGAINST ALMOST HOPELESS ODDS!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

Dr. OCTOPUS

FIRST APPEARED IN...



YOU ARE GAZING AT ONE OF THE MOST POWERFUL, MOST DANGEROUS, MOST UNCANNY MORTALS ON THE FACE OF THE EARTH! BORN OTTO OCTAVIOUS, HE WAS ONE OF THE NATION'S LEADING ATOMIC SCIENTISTS, USING HIS INGENIOUS ARTIFICIAL ARMS TO PERFORM EXPERIMENTS FROM BEHIND A LEAD WALL WHICH SHIELDED HIM FROM RADIATION! BUT, A FREAK NUCLEAR ACCIDENT MADE HIS ARMS LIKE LIVING THINGS, AND DOCTOR OCTOPUS WAS BORN!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

SANDMAN

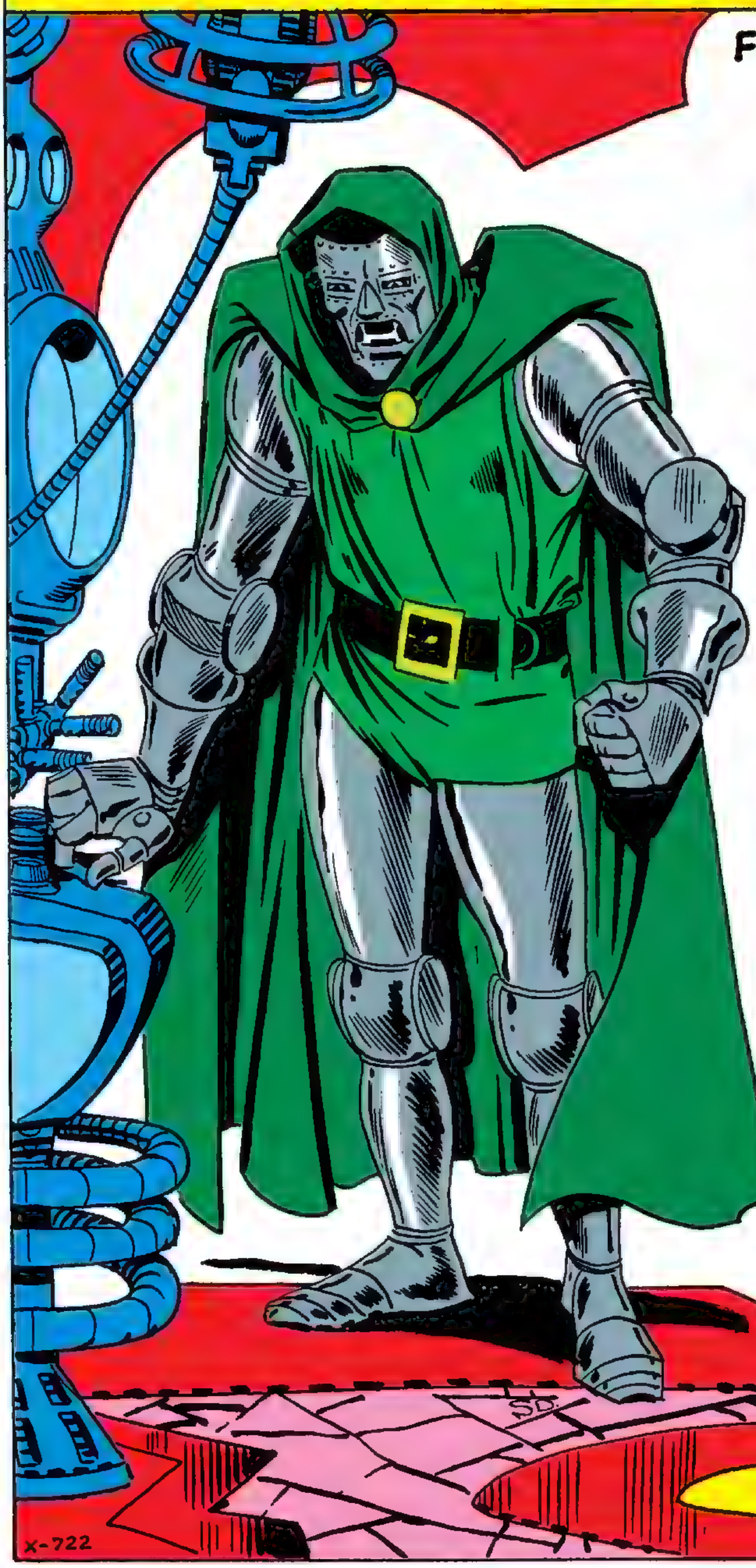
FIRST APPEARED IN...

POSSIBLY ONE OF THE MOST TRULY ORIGINAL, TRULY UNIQUE VILLAINS IN THIS, THE MARVEL AGE OF COMICS!

FLINT MARKO HAD SPENT A LARGE PORTION OF HIS LIFE IN PRISON! A HABITUAL OFFENDER, HE WAS KNOWN AS ONE OF THE MOST INCORRIGIBLE PRISONERS AT MANY OF THE NATION'S MAXIMUM SECURITY JAILS! BUT, ONE NIGHT, DURING AN ATTEMPTED ESCAPE, HE HID ON A BEACH, NEAR THE SCENE OF AN ATOMIC TEST EXPLOSION! THERE, BY SOME INCREDIBLE ACCIDENT, THE MOLECULES OF HIS BODY MERGED WITH THE SAND UNDER HIS FEET, AND HIS BODY TOOK ON THE QUALITIES OF THE SAND ITSELF -- BECOMING VIRTUALLY INDESTRUCTIBLE! TO THIS VERY DAY, SANDMAN IS REGARDED BY PENAL AUTHORITIES AS ALMOST IMPOSSIBLE TO KEEP IMPRISONED!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

DOCTOR DOOM



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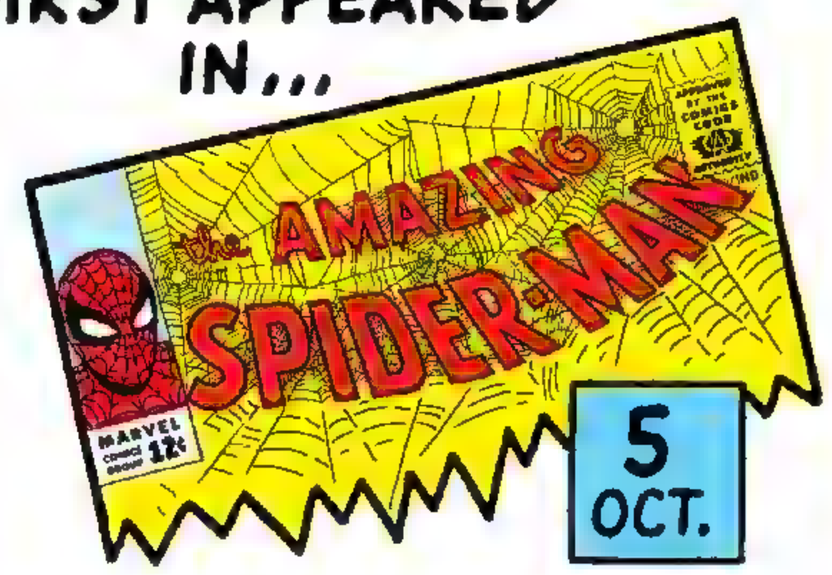
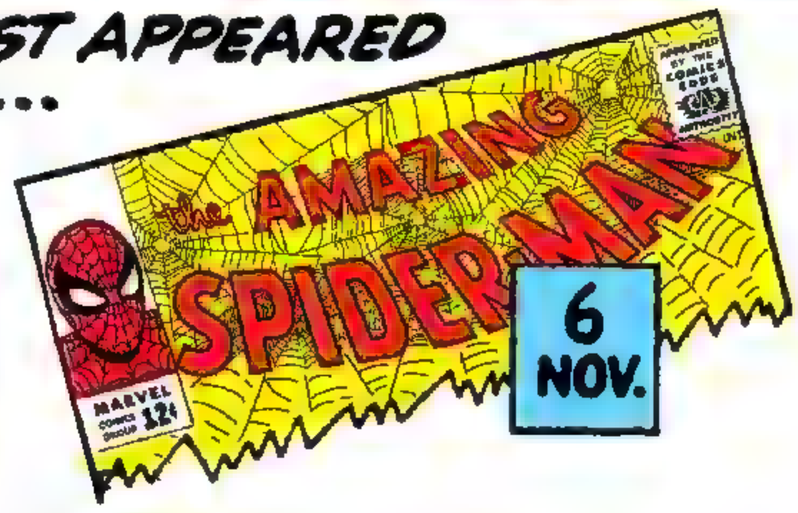


WHAT CAN WE SAY ABOUT THIS, THE MOST BRILLIANT, MOST FEARED, MOST NOTORIOUS ARCH-VILLAIN OF OUR AGE? AS EVERY READER OF THE FABULOUS FANTASTIC FOUR KNOWS, DR. DOOM'S MASTERY OF SCIENCE IS EQUALLED ONLY BY REED RICHARDS, THE MAN HE HAS SWORN TO DESTROY! FOR A MORE COMPLETE AND COMPREHENSIVE HISTORY OF COMICDOM'S MASTER EVIL-DOER, BE SURE TO READ THE FANTASTIC FOUR ANNUAL #2, ON SALE THIS SUMMER, WHICH FEATURES AN ALL-NEW, THRILLING DOUBLE-LENGTH EPIC..."*THE SECRETS OF DOCTOR DOOM!*"

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The LIZARD

FIRST APPEARED IN...

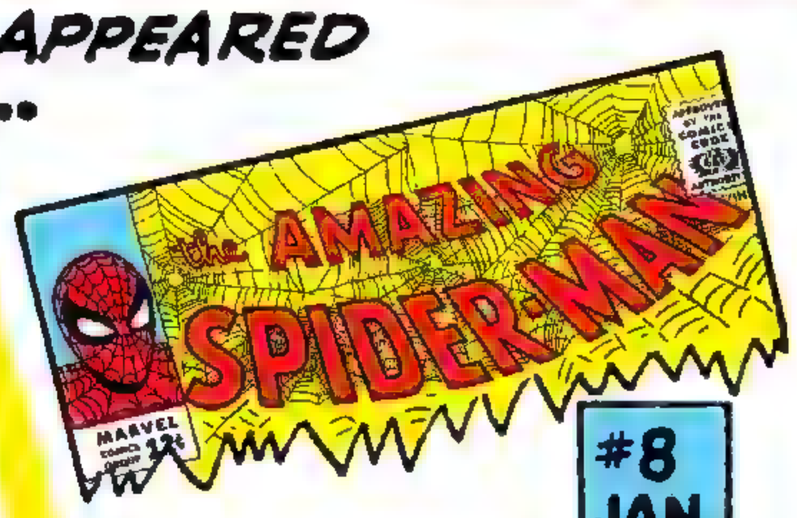


UNLIKE MOST OF SPIDER-MAN'S OTHER FOES, THE LIZARD WAS NOT TRULY EVIL, BUT RATHER AN UNFORTUNATE VICTIM OF FATE, TRANSFORMED FROM A PEACEFUL, FAMILY-LOVING REPTILE EXPERT INTO ONE OF SPIDEY'S MOST OFF-BEAT ENEMIES! BUT TODAY, HE IS NORMAL AGAIN, THANKS TO THE AMAZING SPIDER-MAN!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The Living BRAIN

FIRST APPEARED IN...

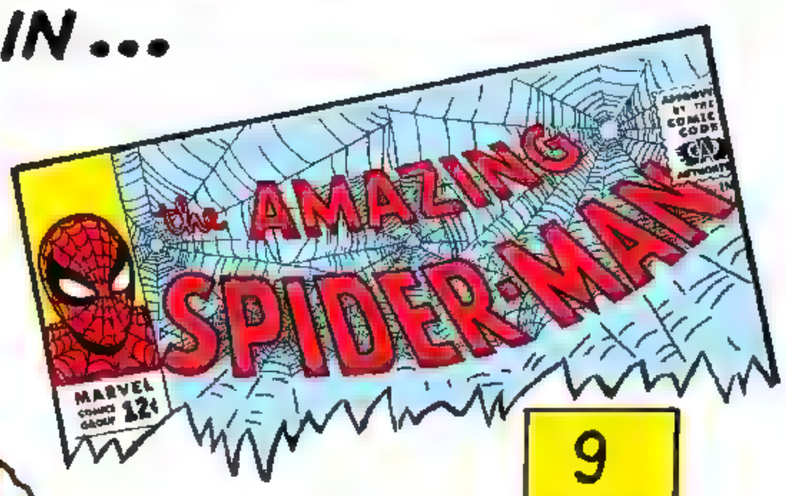


COULD A MERE MACHINE EVER DEFEAT THE AMAZING SPIDER-MAN?? WELL, THIS MACHINE ALMOST DID! FOR, YOU SEE BEFORE YOU ONE OF THE WONDERS OF THE AGE...A MACHINE OF ALMOST LIMITLESS STRENGTH, APPARENTLY INDESTRUCTIBLE, AND CAPABLE OF THINKING MANY TIMES FASTER THAN ANY HUMAN BRAIN! BUILT TO APPROXIMATE THE HUMAN FORM, IT REQUIRED EVERY BIT OF POWER, AGILITY, AND CUNNING WHICH SPIDER-MAN POSSESSED TO END THE ELECTRONIC MENACE OF THIS STRANGE MACHINE!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

ELECTRO

FIRST APPEARED IN ...



9 FEB.

ALL THE UNLEASHED POWERS OF ELECTRICITY ARE HIS! FOR HE IS THE MASTER OF ONE OF EARTH'S GREATEST FORMS OF ENERGY! ORIGINALLY AN UNKNOWN ELECTRIC LINEMAN NAMED MAX DILLON, HE BECAME ONE OF THE MOST POWERFUL CRIMINALS OF ALL WHEN A CHANCE LIGHTNING BOLT STRUCK HIM WHILE HE WAS ATOP AN ELECTRIC POLE! KNOWN FOR THE SINISTERLY CLEVER USES TO WHICH HE PUTS HIS AWESOME POWER, ELECTRO IS TRULY ONE OF THE MOST UNUSUAL VILLAINS RAMPANT TODAY!

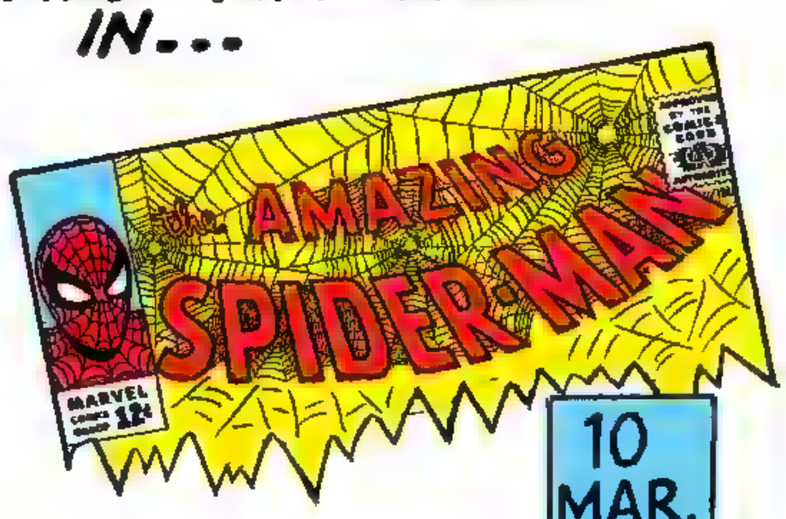
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The ENFORCERS

and

THE BIG MAN

FIRST APPEARED IN...



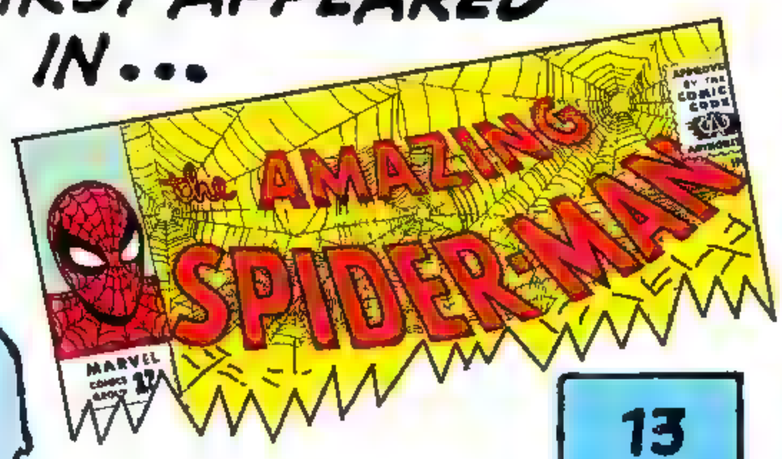
READING FROM TOP TO BOTTOM, WE PRESENT... ***THE OX,*** EX-CIRCUS STRONGMAN WITH THE MIND OF A CHILD! ***MONTANA,*** THE WESTERN ROPE-WIZARD WHO CAN MAKE HIS LASSO DO EVERYTHING BUT TALK! ***FANCY DAN,*** WHOSE SMALL SIZE BELIES THE SPEED AND ACCURACY OF HIS POTENT JUDO AND KARATE BLOWS! PUT THEM ALL TOGETHER AND YOU HAVE A TEAM OF CRIMINALS NO CRIME-FIGHTER WOULD DARE TO EVER TURN HIS BACK UPON!

THE BIG MAN, ALTHOUGH POSSESSING NO SPECIAL POWERS OF HIS OWN, WAS THE MASTER CRIMINAL WHO ORGANIZED ***THE ENFORCERS,*** MUCH TO HIS SUBSEQUENT REGRET!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

MYSTERIO

FIRST APPEARED IN...



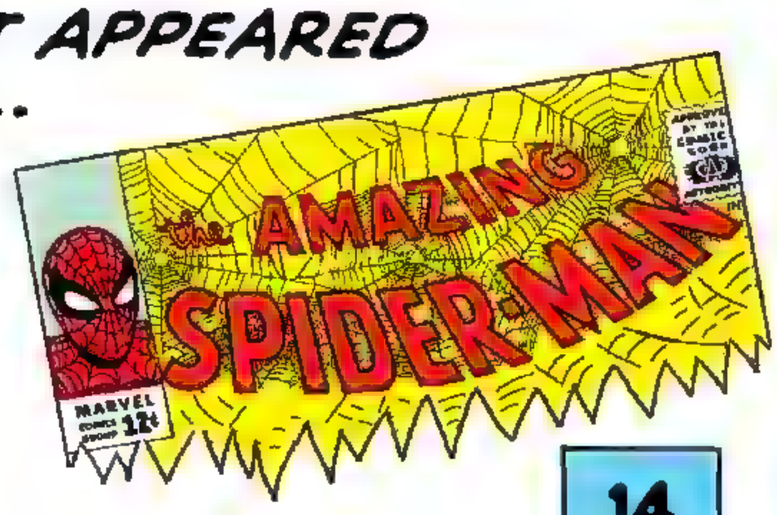
13 JUNE

ALTHOUGH HIS POWERS SEEMED TO BE TRULY SUPER-NATURAL, SPIDER-MAN WAS EVENTUALLY TO LEARN THAT *MYSTERIO* WAS ACTUALLY A MOVIE SPECIAL-EFFECTS DESIGNER, WHO DECIDED TO TURN HIS UNUSUAL ABILITIES TO CRIME! BUT, DESPITE HIS NORMAL ORIGIN, THE MYSTERIOUS EFFECTS AND ILLUSIONS HE CREATED, AND THE INVENTIVE POWERS HE ASSUMED, COMBINED TO MAKE *MYSTERIO* AS DANGEROUS AND DEADLY A FOE AS ANY SPIDER-MAN HAD EVER FACED!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The Green GOBLIN

FIRST APPEARED IN...



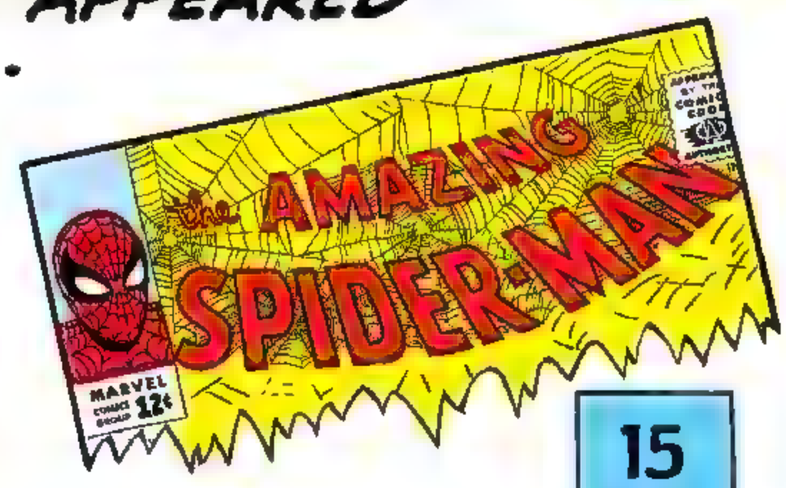
14 JULY

UNLIKE MOST OF SPIDEY'S OTHER FOES, THE TRUE IDENTITY OF THE GRO-TESQUE **GREEN GOBLIN** IS STILL UNKNOWN! BUT, POSSESSED OF A FANTASTIC FLYING "BROOM-STICK" AND A WEALTH OF POWERFUL WEAPONS, IT IS CERTAIN THAT WE SHALL SEE MUCH MORE OF THIS DANGEROUSLY DIFFERENT EVIL-DOER IN THE NEAR FUTURE!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

KRAVEN THE HUNTER

FIRST APPEARED IN...



15 AUG.

NOW HERE IS ONE CHARACTER WHO IS EVERY BIT AS DANGEROUS AS HE LOOKS! ***KRAVEN*** HAS HUNTED AND DEFEATED EVERY WILD BEAST KNOWN TO MAN, AND ACCOMPLISHED THAT FEAT ALONE AND UNARMED!

HIS SPEED RIVALS THAT OF A CHEETAH, AND HIS SAVAGERY AND STRENGTH ARE IN A CLASS BY THEMSELVES! THUS WE HAVE ***KRAVEN, THE HUNTER***, WHOSE ONE BURNING DESIRE IS TO LURE ***SPIDER-MAN*** INTO THE JUNGLE AND ACHIEVE A FINAL VICTORY OVER HIS YOUTHFUL FOE!

The SECRETS of SPIDER-MAN!

HERE'S MORE PROOF (AS IF YOU NEED IT!) THAT WHEN THE GANG IN THE MARVEL BULL-PEN GET TO-GETHER TO BRING YOU AN ANNUAL, THEY SURE DON'T SPARE THE HORSES!!

FEATURING: INSIDE FACTS ABOUT SPIDEY'S POWERS, HIS PROBLEMS, AND HIS PERSONAL LIFE, AS ONLY STAN and STEVE CAN PRESENT THEM!

EVERYTHING YOU WANT TO KNOW ABOUT SPIDEY IS ON THE PAGES THAT FOLLOW...

THE AMAZING, ALMOST LEGENDARY CAREER OF THE YOUTH KNOWN AS *SPIDER-MAN* HAD ITS BEGINNING SOME TIME AGO, IN THE SCIENCE HALL OF MIDTOWN HIGH SCHOOL, WHERE A DEMONSTRATION OF RADIO-ACTIVITY WAS TAKING PLACE ...

NO ONE AT THE EXHIBITION NOTICED A TINY *SPIDER* DESCENDING ON A THIN STRAND OF WEB ... A SPIDER WHICH FATE HAD CHOSEN TO ABSORB A FANTASTIC AMOUNT OF RADIOACTIVITY AT THE PRECISE MOMENT THAT PETER PARKER WALKED BY!

IN SUDDEN SHOCK, THE DYING INSECT BIT THE NEAREST LIVING THING A SPLIT-SECOND BEFORE THE LIFE FADED FROM FROM ITS BODY... AND, THAT NEAREST LIVING THING WAS THE LAD WHO WAS LATER TO BECOME THE WORLD'S MOST EXCITING TEEN-AGER!

A *SPIDER* JUST BIT ME!! BUT... WHY IS MY HAND *BURNING* SO?!

AS ALMOST EVERY MAGAZINE READER THROUGHOUT THE FREE WORLD KNOWS BY NOW, IT WAS THAT BITE WHICH SO AFFECTED THE CHEMICAL BALANCE IN PETER PARKER'S BLOOD, THAT IT CHANGED HIM INTO THE AMAZING *SPIDER-MAN!!*

AND NOW, LET US CAREFULLY EXAMINE THE POWERS WHICH PETER PARKER POSSESSES AS *SPIDER-MAN!*

LET US LEARN THE EXACT NUMBER AND EXTENT OF THEM, AS WE DISCUSS THE THINGS HE CAN, AND CANNOT DO ...

HAVING THE PROPORTIONATE STRENGTH OF A SPIDER, SPIDER-MAN IS ONE OF THE MOST POWERFUL SUPER-HEROES! ONLY *THOR*, *THE HULK* AND *THE THING* HAVE GREATER STRENGTH! (AND WE MUST REMEMBER THAT PETER PARKER IS STILL A TEEN-AGER, NOT HAVING QUITE REACHED HIS FULL MATURITY YET.).

ONE OF SPIDER-MAN'S MOST VALUABLE ASSETS IS HIS *CLINGING ABILITY!* LIKE A GIANT HUMAN SPIDER, HIS HANDS AND FEET SUPPORT HIM AGAINST THE PULL OF GRAVITY AS THOUGH THEY HAVE THOUSANDS OF TINY SUCTION CUPS!

NO MATTER HOW SMOOTH A SURFACE MAY BE... NO MATTER HOW HIGH, OR HOW PRECARIOUS IT MAY BE, ANY AREA THAT AN ACTUAL SPIDER CAN CLING TO, CAN ALSO SUPPORT THE AMAZING TEEN-AGE ADVENTURER!

PERHAPS AS REMARKABLE AS HIS CLINGING ABILITY ITSELF IS THE *EASE* WITH WHICH SPIDEY CAN USE IT! THERE IS NEVER ANY HINT OF STRAIN, OR DIFFICULTY IN HIS CLINGING TO WALLS OR CEILINGS! IN FACT, HE IS JUST AS MUCH AT HOME ON ANY SURFACE AS AN ACTUAL SPIDER WOULD BE! *NOTE:* SOME OF THE MAGNIFICENT POSES OF SPIDER-MAN TRAVERSING WALLS AND CEILINGS, WHICH STEVE DITKO HAS ILLUSTRATED, HAVE ALREADY REACHED THE STATUS OF CONTEMPORARY CLASSICS!

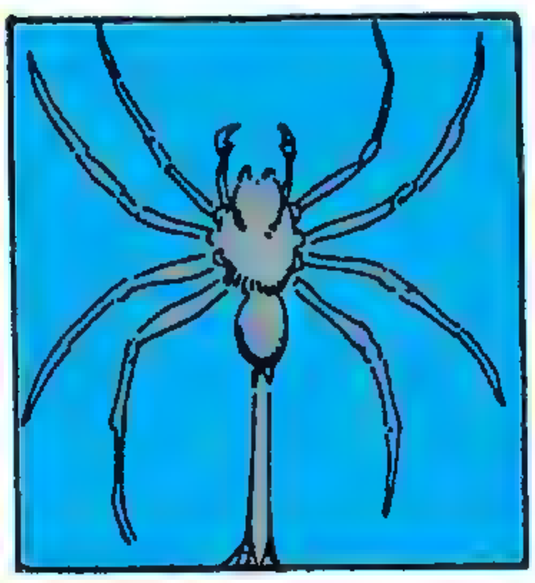
AMONG THE MOST NIMBLE OF ALL ADVENTURERS, SPIDER-MAN'S LEAPING ABILITY ALSO DESERVES MENTION! HE IS ABLE TO LEAP THE WIDTH OF AN AVERAGE CITY STREET, AND CAN ATTAIN A HEIGHT OF THREE STORIES WITH ONE SPIDER-POWERED SPRING!

WITH HIS ASSUMPTION OF THE PROPORTIONATE STRENGTH OF A SPIDER, IT IS ONLY NATURAL FOR THE COSTUMED CRUSADER TO POSSESS THE UNCANNY BALANCING ABILITY OF THE WONDERFUL ARACHNIDS AS WELL! SUFFICE IT TO SAY THAT THE AMAZING SPIDER-MAN IS EASILY THE GREATEST BALANCER OF ANY HUMAN BEING ON EARTH!

MARVEL'S MERRY MADMEN ARE EXCEPTIONALLY PROUD OF STEVE DITKO'S SUPERB PORTRAYAL OF SPIDER-MAN IN ACTION, DRAWN ESPECIALLY TO DEMONSTRATE HIS AGILITY AND HIS ALMOST UNBELIEVABLE POWERS OF COORDINATION! AS A FAST-MOVING, QUICK-THINKING ACROBATIC STUNT-MAN, THE OL' WEB-SPINNER IS UNDENIABLY WITHOUT PEER ... JUST AS SENSATIONAL STEVE IS TOPS IN PRESENTING SPIDEY'S UNIQUE BRAND OF LIGHTNING-SWIFT ACTION!

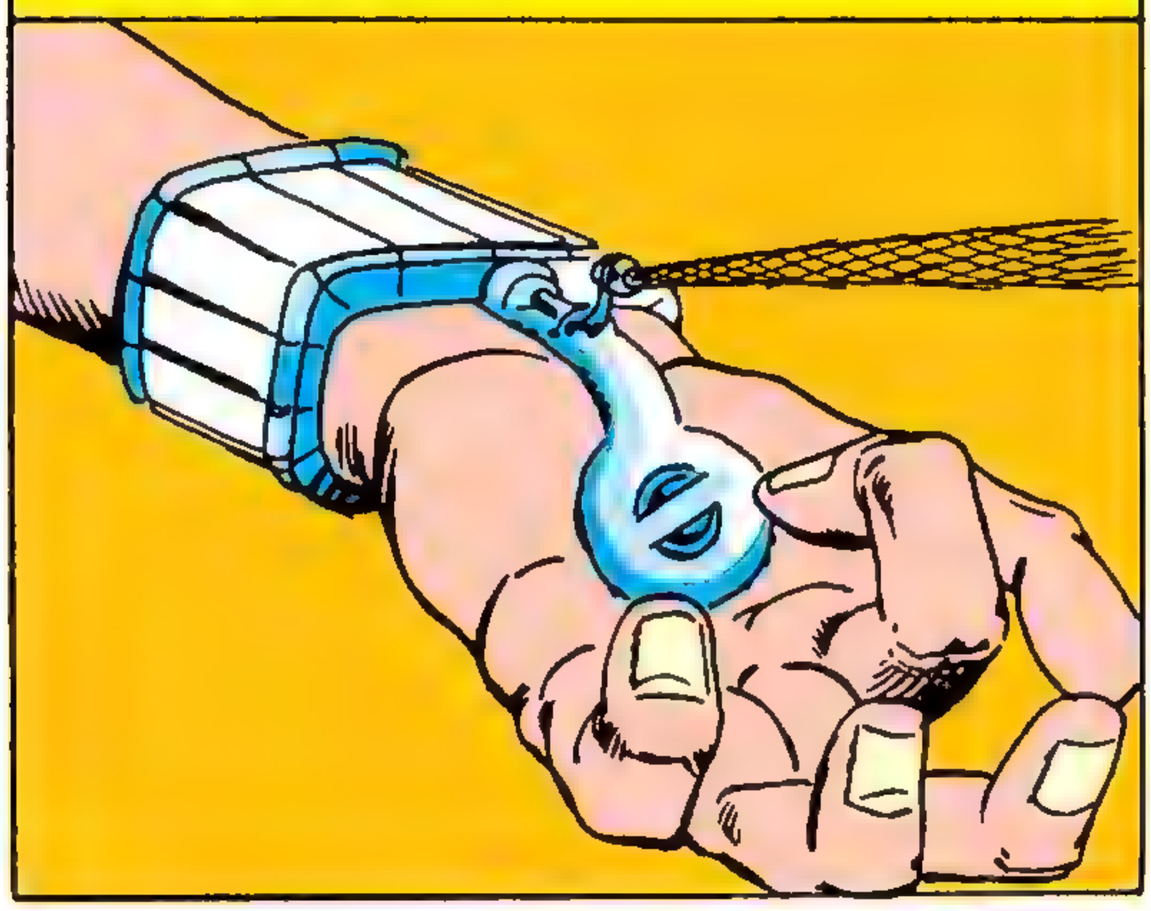
START HERE FOR SPIDEY'S LIVING ACTION DEMONSTRATION

FORTUNATELY FOR PETER PARKER (*AND THE WORLD AT LARGE*), THE AMAZING TEEN-AGER IS A BRILLIANT SCIENCE STUDENT! HE HAS DEVOTED LONG HOURS OF STUDY TO LEARNING EVERYTHING HE CAN ABOUT SPIDERS! ALTHOUGH IT IS NOT A MATTER OF PUBLIC KNOWLEDGE, HE IS PROBABLY THE WORLD'S GREATEST AUTHORITY ON THE SUBJECT OF WEBS AND THEIR CREATION...

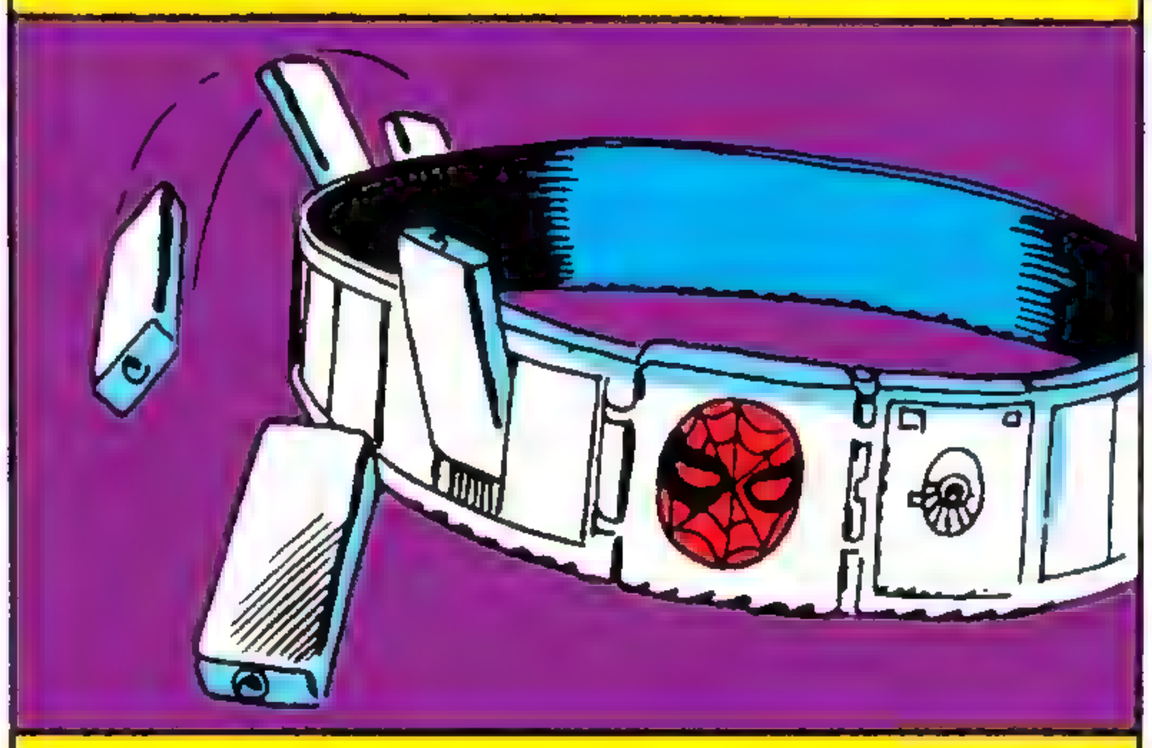


HIS WEB-MAKING ABILITY IS ONE OF HIS MOST CLOSELY-GUARDED SECRETS! BUT WE *CAN* TELL YOU THIS... HE MAKES HIS OWN WEB FLUID UNDER THE MOST EXACTING CONDITIONS IN THE LAB, STORING IT IN SMALL, COMPACT CYLINDERS LIKE MINIATURE TOOTHPASTE TUBES!

AS ANY *SPIDER-MAN* READER KNOWS, SPIDEY'S WEB-SHOOTER IS WORN AT HIS WRIST, AND ACTIVATED BY THE SLIGHTEST TOUCH OF HIS FINGER UPON THE SUPER-SENSITIVE ELECTRODE LOCATED ON THE PALM OF HIS HAND!



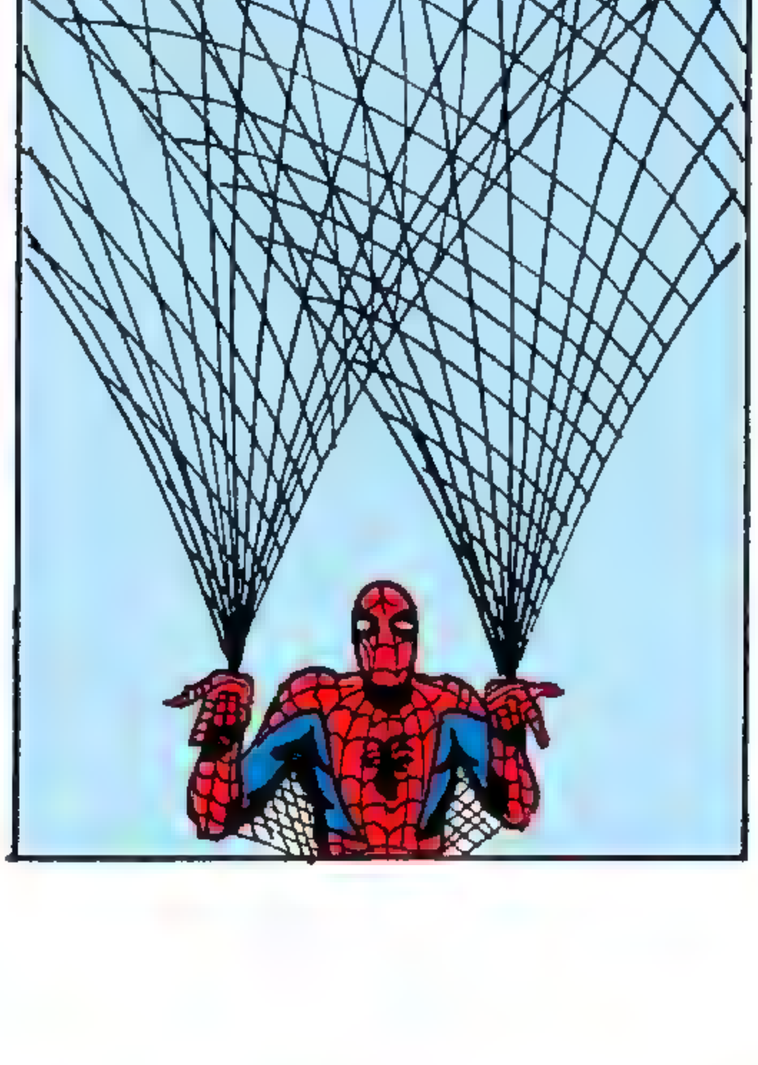
INASMUCH AS HIS WEBBING IS HIS MOST POTENT WEAPON, THE MASKED ADVENTURER ALWAYS CARRIES SPARE WEB-FLUID CAPSULES CLIPPED ONTO HIS INGENIOUSLY DESIGNED UTILITY BELT!



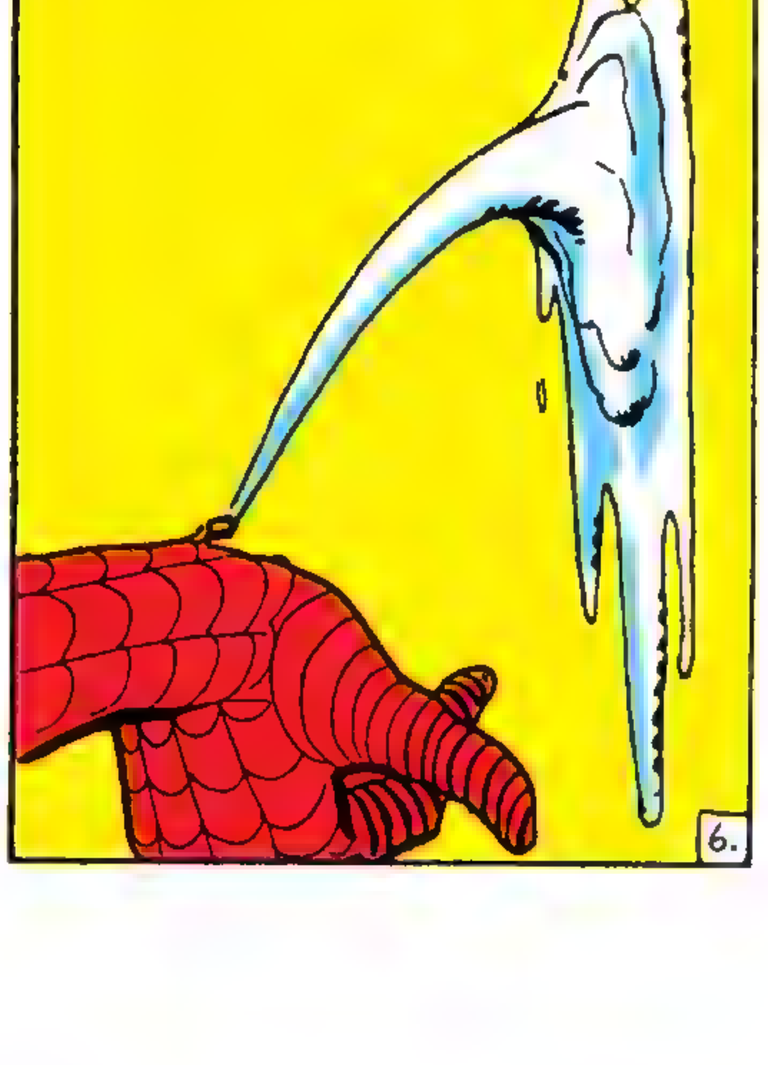
BY ADJUSTING THE NOZZLE OF HIS WEB-SHOOTER IN ONE EASY MOTION, SPIDEY CAN EJECT HIS WEB FLUID IN ANY ONE OF THREE DIFFERENT WAYS...

1. AS A THIN, INCREDIBLY STRONG *LINE*...

2. AS A FINE, QUICK-SPREADING *SPRAY*...



3. OR AS A THICK, TREMENDOUSLY ADHESIVE *LIQUID*...!



SO FANTASTICALLY STRONG IS SPIDEY'S WEB, THAT IF IT WERE POSSIBLE TO INCREASE ITS THICKNESS TO A HALF-INCH, ONE STRAND WOULD BE ENOUGH TO HOLD THE MIGHTY-MUSCLED *THING* A PRISONER FOR LIFE!

THE SPECIAL WEBBING IS ALSO 90% FIREPROOF! UNLESS HE INTENSIFIED HIS FLAME TO A GREAT DEGREE, IT COULD EVEN HOLD THE *HUMAN TORCH* UNDER NORMAL CONDITIONS!

SPIDER-MAN'S WEBBING IS ALSO CAPABLE OF STRETCHING TO A LIMITED DEGREE, THOUGH ITS POWER CANNOT COMPARE TO THAT OF *MR. FANTASTIC'S!*

AND, TO COMPLETE OUR COMPARISON WITH THE *FANTASTIC FOUR*, SPIDEY'S WEBBING DISAPPEARS INTO NOTHINGNESS AFTER ONE HOUR HAS ELAPSED...BEING AS IMPOSSIBLE TO FIND AS THE *INVISIBLE GIRL!*

HAVING DEVOTED MANY LONG HOURS OF PRACTICE TO THE OPERATION OF HIS WEB, THE TERRIFIC TEENAGER CAN NOW USE IT IN MANY DIFFERENT WAYS....

AS A SHIELD...

A PARACHUTE...

A SAFETY NET...

AS SKIIS...

AS A RAFT...

AS A CLUB...

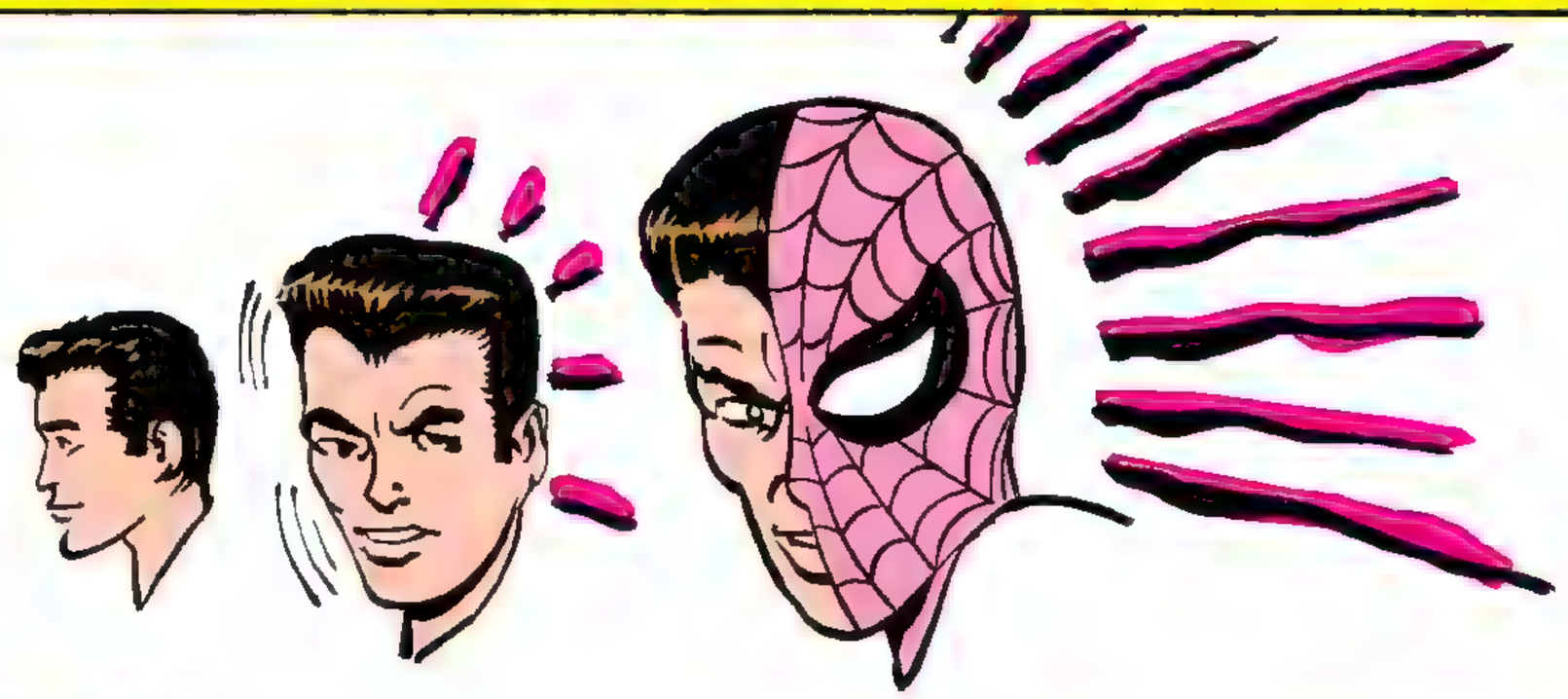
A BARRIER...

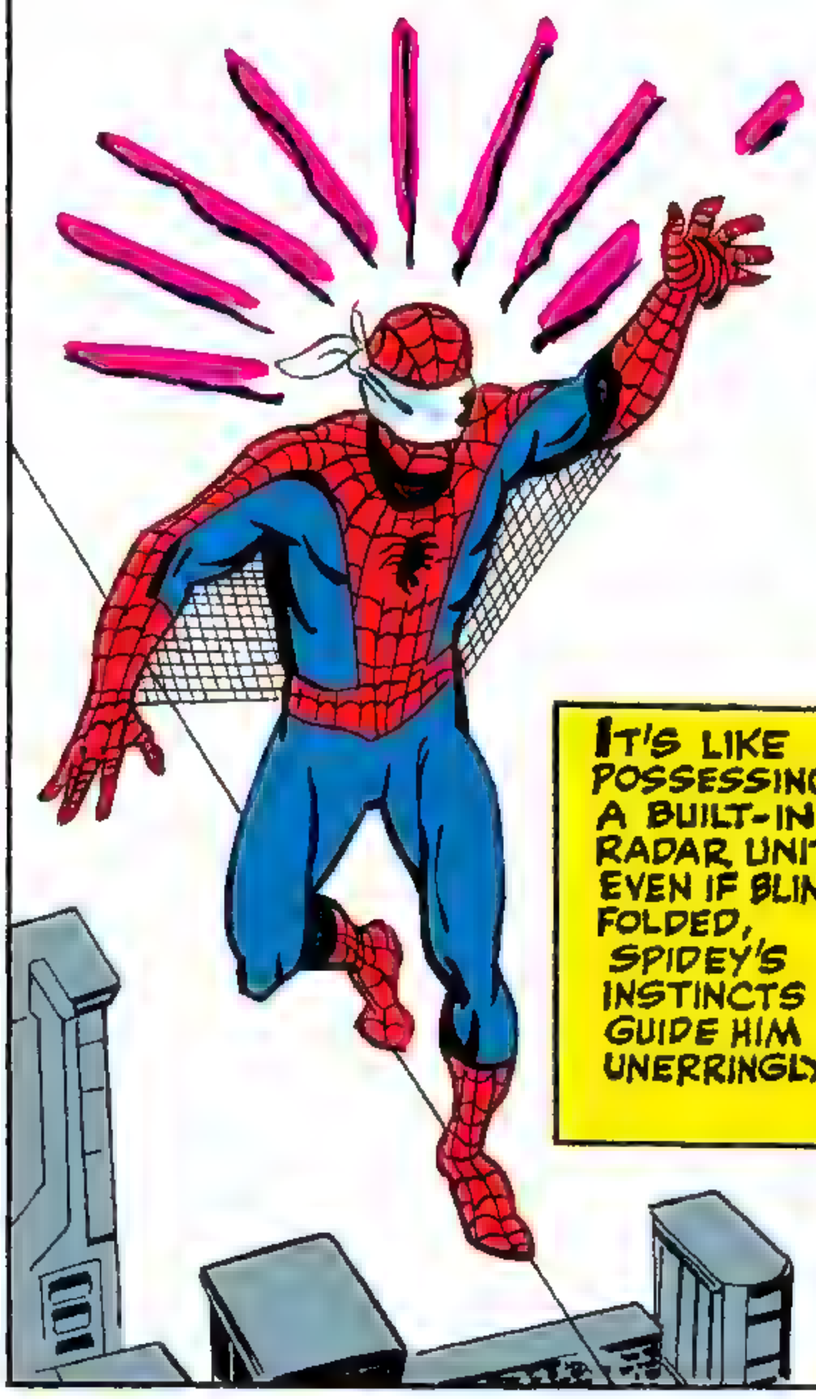
A BALL

OR PLAIN, SIMPLE STICKY GLUE!

SPIDEY'S SPIDER SENSES!

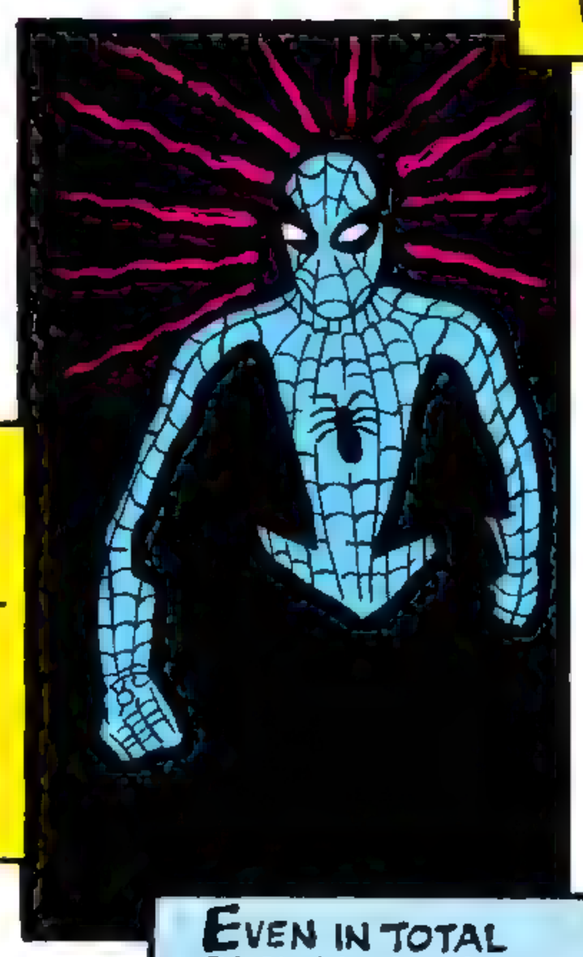
ANOTHER OF SPIDER-MAN'S AMAZING POWERS IS HIS ABILITY TO SENSE DANGER! INVISIBLE, UN-DETECTABLE, HIS UNCANNY SPIDER SENSE ALERTS HIM TO ANYTHING OUT OF THE ORDINARY!



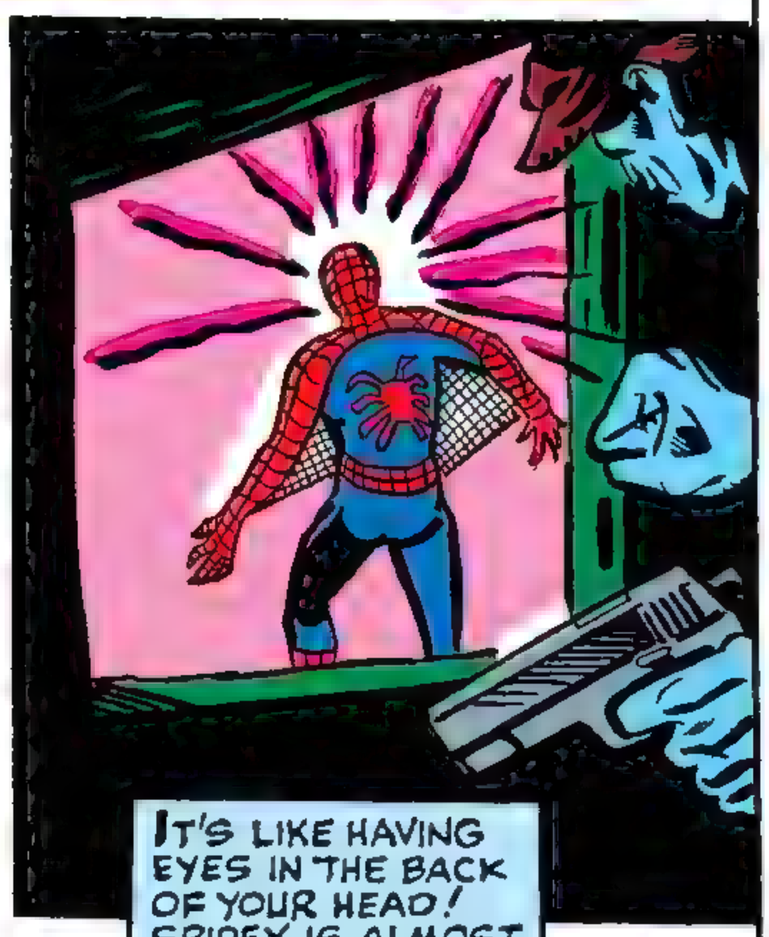


IT'S LIKE POSSESSING A BUILT-IN RADAR UNIT! EVEN IF BLINDFOLDED, SPIDEY'S INSTINCTS GUIDE HIM UNERRINGLY!

OF ALL KNOWN HUMANS, ONLY THE FEARLESS *DAREDEVIL* HAS SENSES WHICH ARE EVEN MORE HIGHLY DEVELOPED THAN SPIDER-MAN'S!

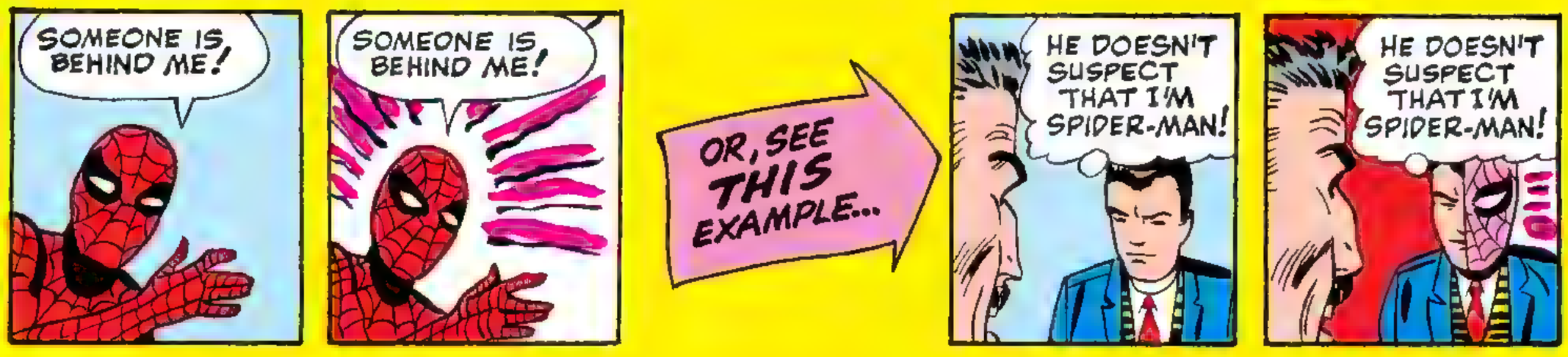


EVEN IN TOTAL DARKNESS, HE IS NEVER HELPLESS, THANKS TO HIS SPIDER-SENSE!



IT'S LIKE HAVING EYES IN THE BACK OF YOUR HEAD! SPIDEY IS ALMOST IMPOSSIBLE TO AMBUSH FROM BEHIND!

AND NOW, FOR THE BENEFIT OF MANY INTERESTED FANS WHO HAVE ASKED WHY WE SHOW OL' WEB-HEAD WITH THOSE RADIATING LINES AROUND HIM SO OFTEN, OR WITH HIS HALF-PETER PARKER, HALF-SPIDER-MAN FACE... WE DO IT MERELY TO HEIGHTEN THE DRAMA! NOTE HOW MUCH LESS INTERESTING IT WOULD LOOK WITHOUT THOSE EFFECTS...


SOMEONE IS BEHIND ME!
SOMEONE IS BEHIND ME!
OR, SEE THIS EXAMPLE...
HE DOESN'T SUSPECT THAT I'M SPIDER-MAN!
HE DOESN'T SUSPECT THAT I'M SPIDER-MAN!

STAN AND STEVE TAKE DRAMATIC LICENSE BY SHOWING EFFECTS SUCH AS THOSE DEPICTED ABOVE! NATURALLY, WE DO NOT MEAN TO IMPLY THAT OTHER CHARACTERS IN THE STORY *SEE* THEM... ANY MORE THAN WE IMPLY THAT OTHER CHARACTERS *SEE* THE THOUGHT BALLOONS WHICH APPEAR OVER PEOPLE'S HEADS! *OKAY?* OKAY!

The SECRET of SPIDER-MAN'S MASK

PERHAPS YOU ARE ONE OF THE MANY READERS WHO HAVE WRITTEN US TO ASK WHY SPIDEY'S *EYES* DON'T SHOW THROUGH HIS MASK'S EYELETS? WELL, THERE REALLY *IS* A REASON!

THE WHITE AREAS IN SPIDEY'S EYE CUT-OUTS ON HIS MASK ARE REALLY CLEVER PLASTIC LENSES OF THE TWO-WAY MIRROR TYPE! HE CAN SEE OUT VERY CLEARLY, BUT NO ONE CAN SEE IN! THEREFORE, HE CAN NEVER BE RECOGNIZED BY THE COLOR OF HIS EYES!

THESE INGENIOUS PLASTIC LENSES ALSO PROTECT HIS EYES FROM DUST, DIRT, AND THE GLARE OF THE SUN!

SPIDEY'S COSTUME

SPIDER-MAN'S COLORFUL HEAD-MASK CONCEALS HIS FEATURES AND ALSO EFFECTIVELY MUFFLES HIS VOICE, MAKING IT UNRECOGNIZABLE!

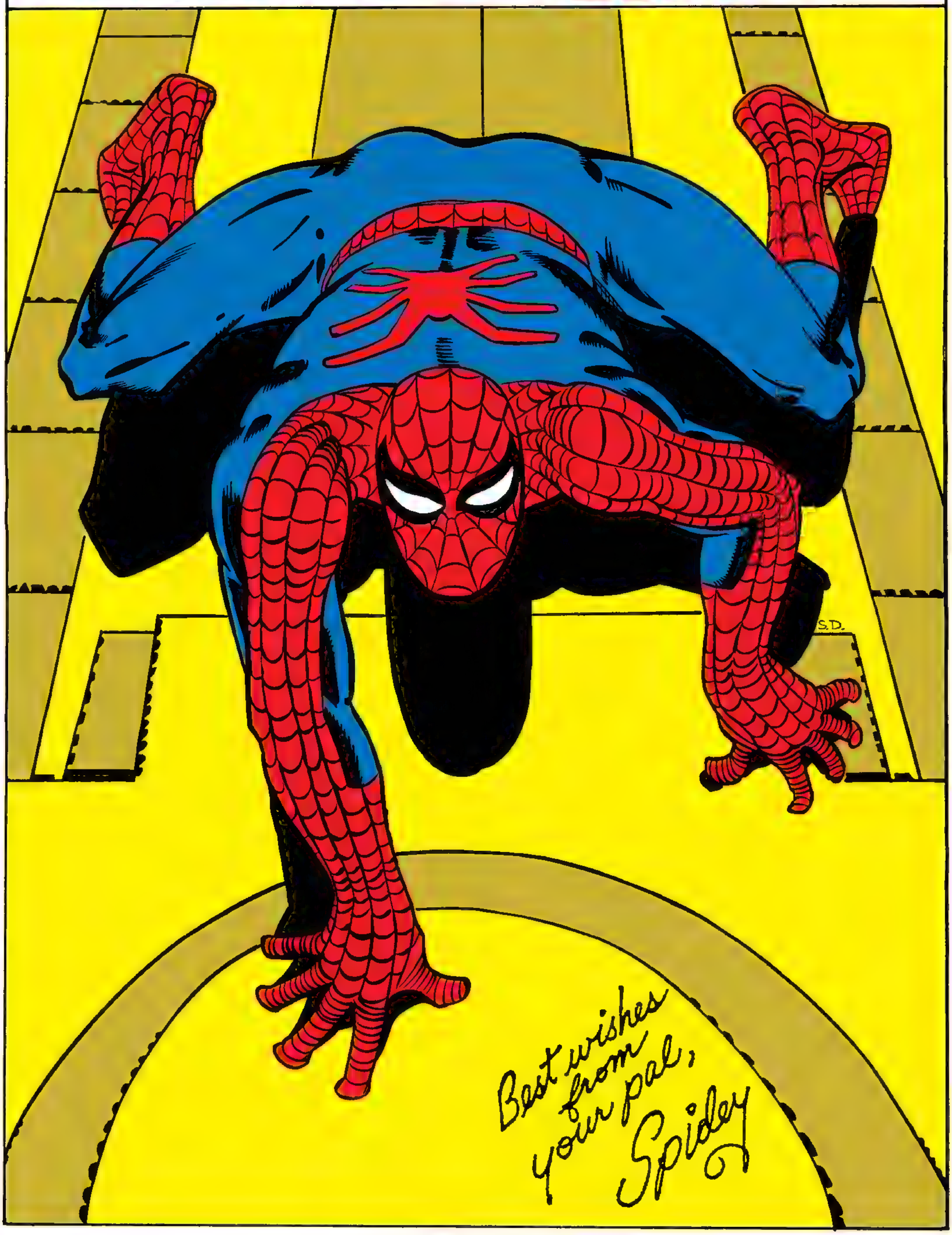
LIGHT IN WEIGHT AND SKIN-TIGHT, HIS COSTUME MAY EASILY BE WORN UNDER HIS STREET CLOTHES!

SPIDEY'S HIGH SLEEVES PREVENT HIS COSTUME FROM BEING NOTICED IF EVER HIS SHIRT-SLEEVES SHOULD BECOME OPEN AT THE CUFFS!

DESIGNED LIKE AN EXPANSION WATCH-BAND, SPIDEY'S WEB-SHOOTER IS EXTREMELY FLEXIBLE! THE POINTER SWIVELS AROUND AND HOOKS ONTO HIS BELT WHEN NOT IN USE!

SO LIGHTWEIGHT ARE HIS SHOES THAT THEY CAN BE FOLDED AND HELD SNUGLY IN HIS BACK POCKET!

PETER PARKER AS.. SPIDER-MAN



PETER PARKER'S FAVORITE HEEL and Heart-Throb

NOW 25¢

THIS MENACE MUST BE STOPPED!!

DAILY BUGLE

MISS BRANT!! IF YOU INSIST ON TALKING TO THAT WEAK-KNEED, WEAK-WITTED PETER PARKER, DO IT ON YOUR OWN TIME! MISS BRANT!! AT LEAST SHUT UP LONG ENOUGH TO NOD TO ME WHILE I'M YELLING AT YOU!

YOU'LL HAVE TO SPEAK LOUDER, PETER... THERE'S A LOT OF NOISE HERE AT THE OFFICE! WHAT'S THAT? NO, I DON'T WANT TO TALK ABOUT SPIDER-MAN ... I WANT TO TALK ABOUT YOU!

J. J.

PETER PARKER'S CLASSMATES

PETER IS A SENIOR AT MIDTOWN HIGH SCHOOL, IN FOREST HILLS! POSSESSING ONE OF THE HIGHEST INTELLIGENCE QUOTIENTS ON RECORD, HE HAS A STRAIGHT "A" AVERAGE IN ALL SUBJECTS, BUT HIS MAIN INTEREST IS SCIENCE! THIS IS A TYPICAL SCENE IN PETE'S SCIENCE CLASS, JUST BEFORE THE STARTING BELL RINGS ...

I'D LIKE TO RECOMMEND PARKER FOR A SCHOLARSHIP AT GRADUATION TIME, PRINCIPAL DAVIS!

I AGREE WITH YOU, MR. WARREN! I'VE HAD MY EYE ON HIM FOR QUITE SOME TIME! AN EXCELLENT STUDENT!

HEY, DON'T MAKE TOO MUCH NOISE FLEXING YOUR MUSCLES, FLASH! YOU MIGHT DISTURB BOOKWORM PARKER!

SOMEDAY I'LL PROVE TO THEM THAT BEING A BOOKWORM ISN'T A BAD THING! IN FACT, THERE ARE MORE GREAT ATHLETES WHO *ARE* GOOD STUDENTS, THAN AREN'T!

FLASH MAY BE MORE MUSCULAR... BUT I'LL TAKE PETER PARKER ANY DAY!

PETER PARKER'S House

MIDTOWN HIGH SCHOOL 3 BLOCKS WEST

PETER'S ROOM

AS SPIDER-MAN, PETER SECRETLY ENTERS HOUSE THROUGH UPSTAIRS WINDOW.

PETER IS A WONDERFUL BOY! I JUST WISH HE WEREN'T SO *FRAIL* AND DELICATE!

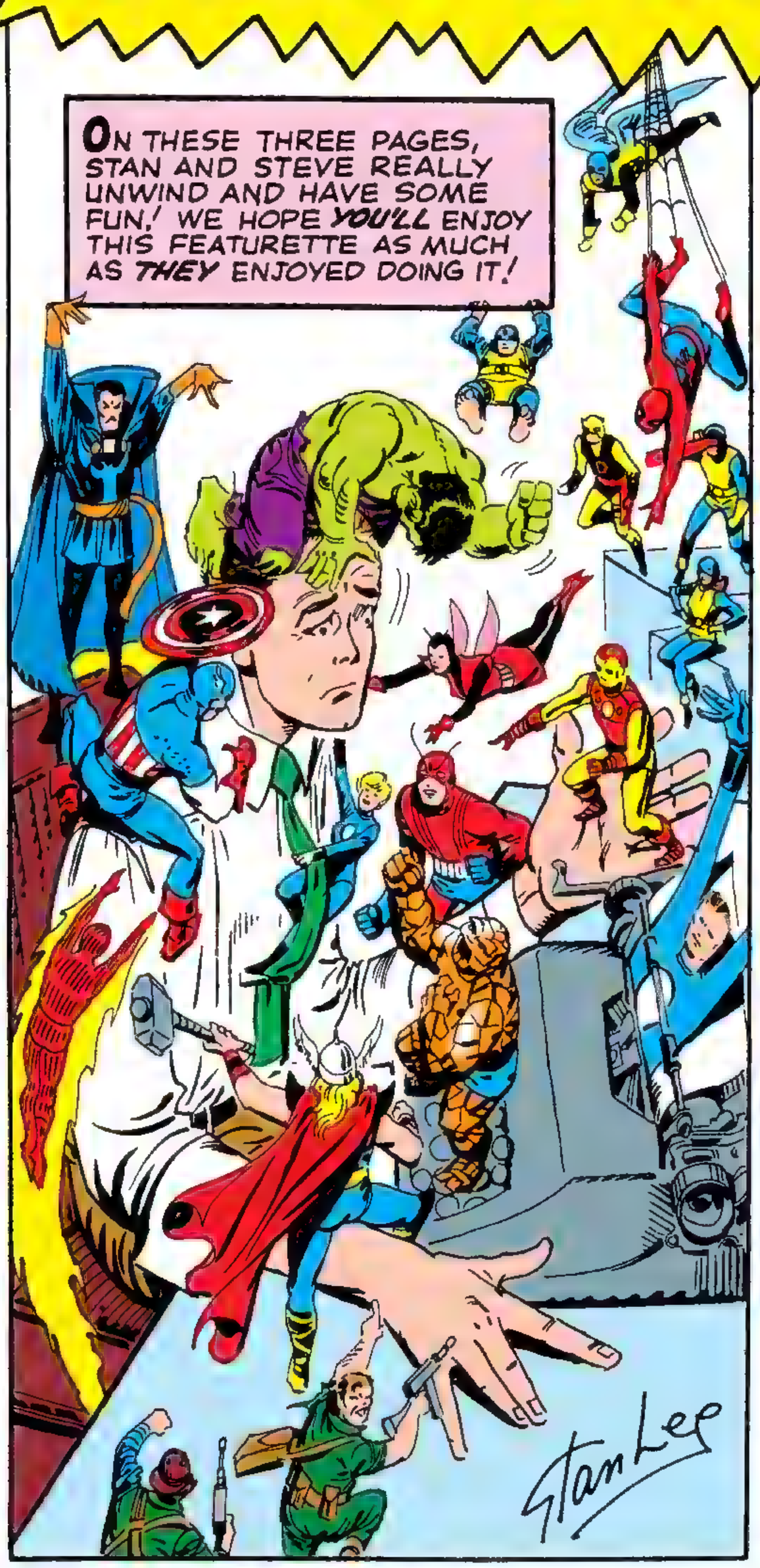
LOCATED ON A QUIET STREET IN THE FOREST HILLS SECTION OF NEW YORK, IS THE NEAT FRAME, TWO-STORY HOUSE WHERE PETER LIVES WITH HIS DOTING, GENTLE AUNT MAY!

GUEST STAR PAGE

FOR YOUR MARVEL SCRAPBOOK, WE PRESENT THIS PIN-UP OF SPIDEY BATTLING THE FABULOUS FANTASTIC FOUR AND THE INCREDIBLE HULK! THIS PAGE IS CERTAIN TO BECOME A COLLECTOR'S ITEM DUE TO THE FACT THAT OUR FIVE GUEST STARS ARE DRAWN IN THE SOMEWHAT DIFFERENT DITKO STYLE!

HOW STAN LEE and STEVE DITKO CREATE SPIDER-MAN!

ON THESE THREE PAGES, STAN AND STEVE REALLY UNWIND AND HAVE SOME FUN! WE HOPE *YOU'LL* ENJOY THIS FEATURETTE AS MUCH AS *THEY* ENJOYED DOING IT!



FOR SOME UNKNOWN REASON, INSPIRATIONS ONLY SEEM TO COME TO OL' STAN IN THE MIDDLE OF THE NIGHT...

WOWEE! WHAT AN IDEA FOR A SPIDER-MAN EPIC! VA VA VA VOOM!

I'D BETTER PHONE STEVE AND WAKE HIM RIGHT UP! HE WON'T MIND!

AND SO, A SHORT TIME LATER...

--HOW ABOUT THAT, STEVEY BOY?!! AND JUST FOR KICKS, WE'LL DO TWELVE PANELS TO EACH PAGE!

WADDAYA MEAN WE?? I DO THE DRAWING WHILE YOU PRACTICE SIGNING YOUR NAME ALL OVER!

LOOK, BUB! WHO GAVE YOU YOUR FIRST JOB? TAUGHT YOU HOW TO DRAW? BOUGHT YOU YOUR FIRST PAIR OF SHOES?

I DUNNO--WHO? IT SURE WASN'T YOU, LEE! I WAS A HAPPY MAN TILL WE TEAMED UP! NOW, EVEN MY ULCERS HAVE ULCERS!!

AFTER THE USUAL FRIENDLY STORY CONFERENCE, STAN GIVES STEVE THE SCRIPT AND THEN LEAVES TO HAVE A SIMILAR FIGHT WITH JACK KIRBY! MEANWHILE, STEVE BEGINS WORK ON THE NEW SPIDER-MAN TALE...

THERE'S A SCENE IN THE STORY INVOLVING THE STATUE OF LIBERTY! I'D BETTER GET SOME REFERENCE MATERIAL FOR MYSELF!

A FEW HOURS LATER, SUNNY STEVE GETS ANOTHER CHEERY CALL FROM STAN...

LEE, YOU'RE A NUT! HOW CAN THE STRIP BE TWO WEEKS LATE ALREADY?? YOU JUST GAVE IT TO ME THIS MORNING!!!

OH YEAH? WELL, THE SAME TO YOU!!

MILLIONS OF WRITERS IN THE BUSINESS, AND I HAVE TO TEAM UP WITH AN EAGER BEAVER!

OH WELL, I MIGHT AS WELL START ROUGHING IN THE FIRST PANEL...

THERE! THAT'S A PRETTY FAIR LAYOUT! NOW I'LL JUST IMPROVE THE PROPORTIONS A LITTLE!

OH NO! THAT CAN'T BE STAN AGAIN?!?!

BRINNG

NO--I'M NOT FINISHED YET! I JUST STARTED!!

AWWW, GO WRITE YOURSELF A DICTIONARY!

HOW COME YOU'RE ALWAYS CALLIN' ME?? HASN'T DICK AYERS GOT A PHONE??

FINALLY, THE STORY IS ALL DRAWN IN PENCIL, AND STAN AND STEVE ONCE AGAIN HAVE A CONFERENCE...

PTUI! IT LOOKS LIKE YOU'RE LEARNING TO DRAW WITH YOUR EYES SHUT!

YOU SHOULD TALK AFTER THAT CORNY SCRIPT YOU WROTE!

WADDAYA MEAN "CORNY"?? I COPIED IT FROM ONE OF THE BEST CLASSICS I COULD FIND!

AND SO, THE HOURS SPEED PLEASANTLY BY, AMIDST AN ATMOSPHERE OF CALM UNDERSTANDING AND GENIAL GOOD-FELLOWSHIP...

MY FRIEND SAM CAN WRITE BETTER THAN YOU--AND HE'S A COCKER SPANIAL!

AH HA!! HE'S PROBABLY THE ONE WHO DOES YOUR INKING FOR YOU!

HOW COME YOU DON'T USE SOME OF THOSE GAGS IN YOUR SCRIPTS??

WHAT FOR? YOU'D ONLY RUIN 'EM WITH YOUR =UGH= ARTWORK!

BUT, ALL GOOD THINGS MUST COME TO AN END, AND THE STRIP IS FINALLY SENT TO BE LETTERED! THEN, WHEN STEVE GETS IT BACK...

HELLO, OPERATOR? IF I GET ANY CALLS FROM A GUY NAMED LEE, TELL HIM I'VE BEEN DRAFTED!

NOW MAYBE I'LL GET THIS STRIP INKED IN PEACE!

STAN'S PROBABLY WRITTEN THE AVENGERS AND THE X-MEN BY NOW, AND I'M STILL TIGHTENING UP THE DETAILS HERE WITH A FINE PEN-POINT!

NOW I'LL FILL IN THE HEAVY BLACK AREAS WITH MY BRUSH...

THERE! THAT'S ONE PAGE DONE! NOW TO ERASE THE PENCIL LINES WHICH STILL REMAIN!

OH NO!! I FORGOT TO DRAW SPIDEY'S WEBBING!

IF ALL THE WEB-LINES I'VE DRAWN WERE LAID END TO END, THEY STILL WOULDN'T BE ENOUGH TO FIT AROUND LEE'S SWELLED HEAD!!

FINALLY, AFTER LONG HARD HOURS OF SLAVING OVER THE DRAWING BOARD, SPARKLING STEVE JOYOUSLY EXCLAIMS...

=WHEW!= FINISHED AT LAST! I THINK I'LL SLEEP FOR A WHOLE WEEK NOW!

BUT, AT THAT VERY MOMENT, A SHRILL CRY OF UNRESTRAINED EXCITEMENT PIERCES THE SILENT MIDNIGHT AIR...

WOWEE! ANOTHER IDEA! THIS ONE'S BETTER THAN THE LAST!

WON'T STEVERINO BE HAPPY! I'D BETTER CALL HIM RIGHT AWAY AND BREAK THE GOOD NEWS!

THE END

NATURALLY, DEAR FRIENDS, WE'RE ONLY KIDDING! BUT WAIT TILL NEXT "ANNUAL" TIME! WE'LL PROBABLY HAVE SPIDEY TELL HOW HE CREATED STAN AND STEVE!

MARVEL COMICS GROUP 12¢

the AMAZING SPIDER-MAN

IND.

APPROVED BY THE COMICS CODE AUTHORITY

16 SEPT.

"SPIDEY BATTLES DAREDEVIL!"

FEATURING: THE EERIE MENACE OF THE RINGMASTER !!

WARNING!! IF YOU DON'T SAY THIS IS ONE OF THE GREATEST ISSUES YOU'VE EVER READ, WE MAY NEVER TALK TO YOU AGAIN!

SPIDER-MAN

"DUEL WITH DAREDEVIL"

Also FEATURING THE UNIQUE VILLAINY OF THE RINGMASTER and His CIRCUS OF CRIME

ACTION! Thrills! SUSPENSE!

ALL ON THE INSIDE!

Written by: STAN LEE
MASTER OF THE SPOKEN WORD
Illustrated by: STEVE DITKO
DEAN OF DRAMATIC DRAWINGS
Lettered by: S. ROSEN
SULTAN OF SPARKLING SPELLING

X757

A TEEN-AGER'S LIFE IS FILLED WITH UPS AND DOWNS! THIS IS ONE OF THE *DOWN* PERIODS FOR YOUNG PETER PARKER, AS HIS WELL-MEANING AUNT TALKS ON, AND ON, AND ON ---

BUT WHY *WON'T* YOU CALL MARY JANE WATSON?? I'M SURE YOU'D *LIKE* HER IF YOU DATED HER!

BUT I'VE *GOT* A GIRL FRIEND, AUNT MAY! I DON'T WANT ANY BLIND DATES!

BUT MRS. WATSON IS *SUCH* A GOOD FRIEND OF MINE! AND HER NIECE, MARY JANE, WOULD JUST *LOVE* TO MEET YOU! AND YOU'RE NOT REALLY *ENGAGED*, OR ANYTHING!

GOSH, AUNT MAY, I'M OLD ENOUGH TO ARRANGE MY *OWN* DATES... HONEST!

I'M NOT GETTING ANY STUDYING DONE! I MIGHT AS WELL GO OUT!

I'LL BE BACK LATER, AUNT MAY! I'M GOING OUT FOR SOME AIR!

BE SURE YOU DRESS WARMLY, DEAR! IT'S A BIT NIPPY OUT!

FIVE MINUTES LATER, IF DOTING AUNT MAY HAPPENED TO GLANCE SKYWARD, SHE'D SEE THE MOST COLORFUL, MOST DRAMATIC, MOST EXCITING OF ALL SUPER-HEROES SWINGING THROUGH THE SKY... NOT FEELING THE NIP IN THE AIR ONE SINGLE BIT!

GOOD OL' AUNT MAY! SHE MEANS WELL, BLESS HER... BUT SOMETIMES I THINK I'LL POP MY CORK IF I CAN'T GET AWAY FROM HER NAGGING!

AFTER LONG, RELAXING MINUTES OF EFFORTLESSLY PROPELLING HIMSELF FROM ROOFTOP TO ROOFTOP, *SPIDER-MAN* COMES TO A SUDDEN HALT... HIS KEEN EYES SPOTTING TROUBLE BELOW ...

WELL, WELL! IT LOOKS AS THOUGH THIS EVENING WON'T BE A TOTAL WASTE, AFTER ALL!

FOUR SHADY-LOOKING CHARACTERS, RACING OUT OF THE REAR OF THAT STORE... CARRYING MONEY BAGS! JUST WHAT I NEED TO SNAP MYSELF OUT OF THE DOLDRUMS!

STEP ON IT! THE BURGLAR ALARM WENT OFF! THE COPS'LL BE AFTER US SOON!

LOOK! A BLIND MAN! HE MIGHT HAVE HEARD OUR VOICES! WE CAN'T LEAVE HIM HERE TO IDENTIFY US LATER!

UH-OH! THAT INNOCENT BYSTANDER IS IN FOR TROUBLE! BUT... NOT FOR *LONG!*

IF YOU CREEPS DON'T WANT WITNESSES, YOU BETTER GET RID OF ME!...

...MY BABY BLUES SAW THE WHOLE THING!

IT'S SPIDER-MAN!!

LET GET OUTTA HERE!

HOLD ON, BOYS... WHAT'S YOUR HURRY?

DIDN'T YOU KNOW THAT THIS IS "LET'S GET ACQUAINTED WITH SPIDER-MAN WEEK"?!

KEEP RUNNIN'! HE CAN'T CATCH US ALL!

YEAH! HE'S ONLY ONE GUY!

EXACTLY TWO SECONDS LATER, THAT "ONE GUY" ATTACKS LIKE A TASK FORCE!!

WHAP!

THONK!

POW!

DON'T WORRY ABOUT A THING, BOYS.....

...THIS'LL ONLY HURT...

..FOR A MINUTE!

TRUE TO HIS WORD, THE AMAZING SPIDER-MAN HAS HIS FOUR EX-SPARRING PARTNERS ALL NICELY GIFT-WRAPPED AND READY FOR DELIVERY TO THE POLICE EXACTLY SIXTY SECONDS LATER...

ARE YOU ALL RIGHT, MISTER? NEED ANY HELP IN GETTING WHERE YOU'RE GOING?

NO, THANKS! I CAN MANAGE! BUT I'M MUCH OBLIGED TO YOU, MR. EH... SPIDER-MAN, ISN'T IT?

THAT'S THE NAME, PAL! BUT DON'T BOTHER THANKING ME... JUST REMEMBER ME IN YOUR WILL! AND YOU'D BETTER BE CAREFUL NOT TO WALK IN THESE LONELY NEIGHBORHOODS WHEN IT STARTS GETTING DARK!

TO SOMEONE LIKE ME, NIGHT AND DAY ARE THE SAME! BUT THANKS, ANYWAY!!

SO *THAT* WAS SPIDER-MAN!! HMM.. I'D SAY HE'S ABOUT 17... FIVE FOOT TEN INCHES ... AND, JUDGING BY THE SOUND OF HIS PULSE AND HEARTBEATS, IN EXCELLENT HEALTH ...

WOULDN'T HE BE AMAZED IF HE KNEW THAT I COULD "SEE" EVERY-THING THAT HAPPENED WITH MY *SENSES*, AS WELL AS HE COULD WITH HIS EYES!

IN FACT, I WAS LOOKING FORWARD TO CATCHING THOSE FOUR CROOKS *MYSELF!* BUT, I DIDN'T DARE CHANGE WHILE SPIDER-MAN COULD SEE ME!

NOW, DUE TO THE DELAY, I'M LATE RETURNING TO THE OFFICE, AND I DON'T WANT KAREN AND FOGGY TO WORRY ABOUT ME...

SO I'LL TRAVEL A BIT *FASTER* NOW.. AS ONLY *DAREDEVIL* CAN!

MY BUILT-IN "RADAR SENSE" ENABLES ME TO DETECT OBJECTS ALL AROUND ME, AND MY SENSE OF HEARING, TOUCH, TASTE AND SMELL ... MAGNIFIED DOZENS OF TIMES MORE THAN NORMAL ... FORM MY INFALLIBLE "EYES"!

I CAN EVEN "HEAR" THE SHAPE OF ANY OBJECT...

...BY ANALYZING THE SOUND OF AIR CURRENTS AS THEY SWIRL AROUND IT!

IN FACT, WITH MY EVERY SENSE OPERATING AT PEAK EFFICIENCY, I ACTUALLY HAVE AN *ADVANTAGE* OVER ANY NORMAL SIGHTED PERSON!

MINUTES LATER, *DAREDEVIL* ENTERS HIS OFFICE THROUGH A BACK DOOR AND AGAIN BECOMES MATTHEW MURDOCK, ATTORNEY-AT-LAW!

FOGGY AND KAREN ARE STILL INSIDE! I HEAR THEIR BREATHING THROUGH THE WALL!!

AND THEN...

OH, MR. MURDOCK! WE DIDN'T HEAR YOU COME IN! WE'VE BEEN WAITING FOR YOU!

I'M TAKING KAREN TO THE CIRCUS TOMORROW, MATT... AND WE WONDERED IF YOU'D LIKE TO JOIN US!

THE CIRCUS?

NO, THANKS, FOGGY! YOU TWO GO ALONE AND ENJOY YOURSELVES! I HAVE QUITE A BIT OF UNFINISHED WORK TO CATCH UP ON, TOMORROW!

BUT, MR. MURDOCK ...YOU WORK SO HARD! YOU *NEED* SOME RELAXATION!

KAREN'S RIGHT, MATT! YOU MUSTN'T ALLOW YOUR HANDICAP TO MAKE YOU A RECLUSE! YOU CAN'T WORK ALL THE TIME!

I DARE NOT TELL THEM THE *TRUTH*...THAT I DON'T TRUST MY FEELINGS FOR KAREN... IT'S BETTER THAT I DON'T SEE HER SOCIALLY!

BUT NOW LET US LEAVE THE LAW OFFICES OF FRANKLIN "FOGGY" NELSON AND MATTHEW MURDOCK, AND TURN OUR ATTENTION TO NEW YORK'S BIGGEST ARENA, THE NEXT DAY, WHERE WE FIND...

KEEP REHEARSING! EVERYTHING MUST BE *PERFECT* TONIGHT! FOR THIS WILL BE OUR GREATEST *"SHOW"*!

NEVER BEFORE HAS SUCH A DARING CRIME BEEN ATTEMPTED IN THE HEART OF A BIG CITY!

EVER SINCE THE *HULK* DEFEATED ME MONTHS AGO,* I'VE PLANNED THIS ONE SPECTACULAR PERFORMANCE ---TO OUTDO ANYTHING WE'VE EVER DONE IN THE PAST!!

BRING ME THE NEWSPAPERS, THE ADS, THE POSTERS! I WANT TO CHECK THEM! WE MUST MAKE SURE WE PLAY TO A SELL-OUT AUDIENCE TONIGHT!

HERE THEY ARE, RINGMASTER! EVERYTHING IS THE WAY YOU WANT IT!

*FROM ***THE HULK*** MAGAZINE (NOW DISCONTINUED) ISSUE #3

AH! GOOD! **GOOD!** BY THE TIME THE FOOLS REALIZE THAT SPIDER-MAN IS **NOT** ON THE SHOW, IT WILL BE TOO LATE FOR THEM TO **DO** ANYTHING ABOUT IT!

IT WAS A GREAT IDEA OF YOURS, BOSS, TO ADVERTISE SPIDER-MAN! THE TICKETS ARE SELLIN' LIKE HOT-CAKES!

CIRCUS! IN PERSON TONIGHT! **SPIDER-MAN**

Proceeds To Go To CHARITY

BUT, THE CRAFTY RINGMASTER HAS MADE ONE SMALL MISCALCULATION! HE DIDN'T STOP TO THINK WHAT MIGHT HAPPEN IF SPIDER-MAN **HIMSELF** SHOULD SEE THE AD!

STRANGE! THAT POSTER SAYS THAT **I'LL** BE APPEARING TONIGHT!

WELL, IF THE PROCEEDS GO TO **CHARITY**, MAYBE I **SHOULD** PERFORM... JUST TO CONVINCE PEOPLE THAT SPIDER-MAN ISN'T SO **BAD**!!

AND SO...

I HOPE YOU WON'T **NEED** ME TONIGHT, MR. JAMESON! I'D LIKE TO GO TO THE CIRCUS!

YOU CAN GO TO **TIMBUKTU** FOR ALL I CARE!! YOU HAVEN'T BROUGHT ME ANY SENSATIONAL PHOTOS FOR **DAYS!** AND I DON'T KEEP YOU AROUND FOR YOUR **PERSONALITY!**

AND BY THE WAY, WHILE YOU'RE THERE, DON'T TAKE ANY PICTURES OF **SPIDER-MAN!** I'M **THROUGH** PRINTING NEWS ABOUT THAT PHONY! MAYBE IF I STOP WRITING ABOUT HIM, THAT PUBLICITY HOUND WILL GO TO SOME **OTHER** CITY!

THAT SUITS **ME**, MR. JAMESON!

PETER, MAY I SEE YOU FOR A MOMENT WHEN YOU'RE THROUGH??

I JUST FOUND THE GREATEST RECIPE FOR SPAGHETTI, AND I THOUGHT I'D COOK SOME TONIGHT! WOULD YOU AND YOUR AUNT MAY LIKE TO COME FOR DINNER??

GEE, I'D **LOVE** TO, BETTY! BUT I'M SORRY... I'LL BE **BUSY** TONIGHT! YOU SEE... **OOPS!**

DARN! I DROPPED MY CIRCUS TICKET!

I **SAW** THAT, PETER! IF YOU WANT TO GO TO THE CIRCUS **WITHOUT** ME, THAT'S ALL RIGHT! BUT YOU COULD HAVE **TOLD** ME! I-I DON'T CARE IF YOU'RE TAKING SOME **OTHER** GIRL...!!

NO, BETTY, YOU DON'T UNDERSTAND! **WAIT!**

HECK! HOW CAN I EXPLAIN THAT I **CAN'T** TAKE HER BECAUSE I'LL BE CHANGING TO **SPIDER-MAN!**

AND, AT THE LAW OFFICES OF NELSON AND MURDOCK, WE FIND...

SAY! LISTEN TO *THIS*... *SPIDER-MAN* WILL BE PERFORMING AT THE CIRCUS TONIGHT!

SPIDER-MAN, EH? THAT SHOULD BE MIGHTY INTERESTING!

ON SECOND THOUGHT, PERHAPS I *WILL* GO WITH YOU TWO! IT SOUNDS LIKE FUN!

OH, THAT'S *WONDER-FUL!!*

A SHORT TIME LATER, JUST BEFORE THE SHOW BEGINS...

WE'LL EXPLAIN EVERYTHING THAT HAPPENS, MATT... SO YOU WON'T MISS A *THING!*

I APPRECIATE THAT, FOGGY!

EVEN THOUGH I'LL BE ABLE TO *SENSE* ALL THE DEVELOPMENTS A LOT CLEARER THAN YOU CAN *SEE* THEM!

HMM... THAT'S THE BLIND MAN I HELPED LAST NIGHT! I WONDER WHY MY SPIDER SENSE TINGLES SO WHEN HE'S NEAR??

OH, WELL, MAYBE I ONLY *IMAGINED* IT! HE CERTAINLY CAN'T PRESENT ANY SORT OF THREAT TO ME!

I THINK I'M GONNA *ENJOY* THIS! I ALWAYS *WANTED* TO BE A CIRCUS STAR... AND WITH MY SPIDER POWERS I OUGHTTA BE A SMASH SENSATION!!

ANYWAY IT'S NICE TO BE ABLE TO DO SOMETHING FOR CHARITY!

THE HOUSE IS FILLIN' UP GOOD, BOSS! WE'LL SOON BE *RICH!*

THE FOOLS HAVE COME TO SEE *SPIDER-MAN!* BUT, THEY'LL GET A FAR *DIFFERENT* KIND OF SHOW INSTEAD!

KEEP THE ENTERTAINMENT GOING UNTIL THE PLACE IS FILLED! I DON'T WANT ANYONE TO GET SUSPICIOUS!

AND, AS THE MINUTES DRAG ON, THE AUDIENCE GROWS MORE AND MORE IMPATIENT...

WE WANT SPIDER-MAN! WE WANT SPIDER-MAN!

SPIDER-MAN IS UP ABOVE THE TENT! I CAN DETECT HIS UNUSUALLY STRONG PULSE-RATE UP THERE!

IF THERE'S ANYTHING YOU WANT US TO DESCRIBE, MATT... JUST SAY SO!

BRING ON SPIDER-MAN! WE WANT SPIDER-MAN!

ACTUALLY, I SHOULD BE DESCRIBING THINGS TO *THEM!* SPIDER-MAN IS ABOUT TO MAKE HIS APPEARANCE NOW! HIS PULSE HAS SPEEDED UP... HE'S PREPARING FOR ACTION!

WELL, THIS IS AS GOOD A TIME AS ANY! HERE *GOES!!*

I WISH THE RINGMASTER WOULD GIVE US THE SIGNAL! I'M GETTIN' JITTERY! WHAT IF SOMETHIN' GOES WRONG??

LOOK! UP THERE! HE *DID* SHOW UP! IT'S *SPIDER-MAN!!!*

YAY, SPIDER-MAN!!

LISTEN TO 'EM *CHEER!* I GUESS I'M NOT AS UNPOPULAR AS I USED TO THINK!

HOWDY, FOLKS!

JUDGING BY THE DIRECTION OF AIR CURRENTS, SPIDER-MAN IS SLOWLY DESCENDING FROM THE CEILING... AND HE'S UPSIDE-DOWN, BECAUSE HIS HEARTBEAT IS HIGHER THAN THE SOUND OF HIS VOICE!

POOR MATT! HOW CAN HE APPRECIATE ANY OF THIS?!

BOY! IT'S A PLEASURE TO BE ABLE TO DO THIS WITHOUT HAVING SOME DEADLY ENEMY TO WORRY ABOUT AT THE SAME TIME!

YAY, SPIDER-MAN!!

GO! GO! GO! SPIDER-MAN!

MORE! MORE! GIVE US *MORE!*

ATTABOY, SPIDEY!!!

THEN, FOR THE NEXT FEW FABULOUS MOMENTS, SPIDER-MAN GIVES AN EXHIBITION THE LIKE OF WHICH HAS NEVER BEEN WITNESSED BEFORE ANYWHERE IN THE WORLD...!!

THIS IS *NOTHING* COMPARED TO WHAT I'LL DO WHEN I REALLY GET WARMED UP!!

START

1.

2.

3.

4.

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6.

I NEVER THOUGHT HE'D *REALLY* SHOW UP!! BUT, THERE'S NO REASON TO LET HIM INTERFERE WITH MY PLANS! EVEN *SPIDER-MAN* CANNOT STOP ME!

WOW! THIS IS THE GREATEST ACT I'VE EVER *SEEN!*

HE MUST DO IT WITH *MIRRORS!*

THAT GUY'S THE *MOST!*

THE TIME HAS COME! THE ARENA IS PACKED! NOBODY SUSPECTS A THING!

LET'S *GO!!* YOU ALL KNOW WHAT TO DO! THERE MUST BE NO SLIP-UPS!!

THAT MUST BE THE *RINGMASTER* DOWN THERE! I DIDN'T *SEE* HIM BEFORE!

I WONDER WHY HE'S STANDING AND *WAVING* LIKE THAT?? WHAT'S HE TRYIN' TO *DO*, CRAB MY ACT??

THOSE SWIRLING CIRCLES ON HIS HAT! THEY'RE MAKING ME DIZZY... DIZZY...

I AM THE *RING-MASTER!* MY WILL IS *YOUR* WILL! MY WILL IS *YOUR* WILL!!

NOW THAT *HE* IS UNDER MY CONTROL, I'LL FACE THE *AUDIENCE!* THIS IS MY *SUPREME* MOMENT!

THIS WILL BE THE *LARGEST* CROWD I'VE EVER HYPNOTIZED! MY GREATEST TRIUMPH!

MY WILL IS *YOUR* WILL! MY WILL IS *YOUR* WILL!!

THEN, WITHIN SPLIT-SECONDS, THE MOST INCREDIBLE FEAT OF MASS HALLUCINATION EVER RECORDED TAKES PLACE, AS THE ENTIRE AUDIENCE FALLS IN A HYPNOTIC TRANCE!

MY WILL

I'VE *DONE* IT! NOW QUICKLY, GO AMONG THEM AND TAKE THEIR WALLETS, AND THEIR JEWELRY! *HURRY!!*

THE SPELL LASTS ONLY FOR ONE HOUR... AND WHEN THEY AWAKE, THEY WILL REMEMBER NOTHING! WHEN THEY FIND THEIR VALUABLES MISSING, THEY'LL SIMPLY BLAME IT ON PICKPOCKETS!!

BUT, THOUGH UNNOTICED IN THAT VAST AUDIENCE, ONE MAN IS *NOT* HYPNOTIZED!! ONE MAN DID *NOT* SEE THE SWIRLING CIRCLES IN THE RINGMASTER'S HAT... BECAUSE THAT MAN IS *BLIND!!*

INCREDIBLE! EVERY SINGLE SPECTATOR... IN A DEEP *TRANCE!*

MOVING WITH SURE CAT-LIKE GRACE, THE FEARLESS ADVENTURER SILENTLY DROPS TO THE CORRIDOR BELOW!

AND, WITHIN SECONDS...

UNLESS I'M MISTAKEN, I'LL HAVE TO BATTLE THE ENTIRE CIRCUS CAST!!

SO I MAY AS WELL GET AN EARLY START!

DAREDEVIL!! WHAT'S *WRONG??* WHY ISN'T HE GOING INTO A TRANCE?!

HE'S NOT STOPPING! ONLY ONE THING TO DO ... *SPIDER-MAN* IS STILL UNDER MY CONTROL! *HE* SHALL BATTLE FOR ME!

SPIDER-MAN! MY WILL IS *YOUR* WILL!!

DAREDEVIL IS YOUR MORTAL ENEMY! *ATTACK HIM!!*

UH-OH! SPIDER-MAN IS UNDER HYPNOSIS, TOO! HE *HAS* TO OBEY THE RINGMASTER!

DAREDEVIL IS MY ENEMY! I MUST DEFEAT HIM!

WHAT A STROKE OF *GENIUS* ON MY PART!! I'VE HYPNOTIZED *SPIDER-MAN* TO FIGHT MY BATTLE FOR ME --- TO FIGHT THE ONE MAN WHO MIGHT *SAVE* HIM!!

I MUST DEFEAT DARE-DEVIL! IT IS THE RINGMASTER'S WILL!

MY RADAR SENSE DETECTS A SMALL ALUMINUM OBJECT TEN FEET OFF THE GROUND! IT MUST BE A TRAPEZE!

BY CON-CENTRATING ON SPIDER-MAN'S HEART-BEAT, I *KNEW* HE WAS ABOUT TO LEAP! BUT, FOR HOW LONG CAN I ELUDE HIM??

FOOTSTEPS! THE RINGMASTER IS FLEEING! ONLY *HE* CAN BREAK THE HYPNOTIC SPELL! I'VE GOT TO *STOP* HIM!

SPIDER-MAN! SAVE ME!!

YOUR WILL IS *MY* WILL!

THUD!

I MUST SAVE THE RINGMASTER!

AND SO, THE TWO MASKED ADVENTURERS BEGIN THEIR BATTLE... A BATTLE CAUSED BY THE RUTHLESS POWER OF THE ***RINGMASTER!***

DAREDEVIL IS MUCH ***FASTER*** THAN I WOULD HAVE GUESSED!

HIS STRENGTH IS ASTOUNDING!! IT'S MANY TIMES THAT OF A NORMAL MAN!

I CAN'T POSSIBLY MATCH HIS OWN SUPERHUMAN STRENGTH! MY ONLY CHANCE IS TO ***OUT-THINK*** HIM!!

I HAVE SAVED THE RINGMASTER... AS HE COMMANDED!

STILL IN A HYPNOTIC TRANCE, NOT ACTING UNDER HIS OWN WILL, SPIDEY WAITS FOR FURTHER ORDERS AFTER HE HAS DONE WHAT HE WAS TOLD TO...

DON'T ***STOP***, YOU FOOL! DAREDEVIL ISN'T BEATEN YET!!

LUCKY FOR ***ME*** SPIDER-MAN CAN'T THINK FOR HIMSELF!

THE ADVANTAGE IS ***MINE*** WHILE HE'S MOVING UNDER A HYPNOTIC SPELL!

AFTER HIM! DAREDEVIL MUST BE DEFEATED!!

DAREDEVIL MUST BE DEFEATED!

THIS POLE MUST LEAD TO THE TRAPEZE PLATFORM! I'LL HAVE ROOM TO MANEUVER UP THERE!

WHILE ***I*** AM DENIED THE USE OF MY VISION, SPIDER-MAN'S BRAIN IS FOGGED BY HYPNOSIS!!

THUS, ***NEITHER*** OF US HAS A CLEAR-CUT ADVANTAGE!

MY RADAR SENSE INFORMS ME OF OBJECTS HANGING NEARBY... AND MY LOGIC KNOWS THEY MUST BE ***TRAPEZES!***

YOU CAN'T ESCAPE ME AS EASILY AS ***THAT***, DAREDEVIL!

MY SPIDER'S *WEB* CAN BEAT *ANY* TRAPEZE!!

HE'S COMING *TOWARDS* ME AGAIN! *HEAD HIM OFF!!*

HE'S AGILE AS A *PANTHER!* HE LANDED IN FRONT OF ME! BUT NOW HE'LL STOP, TO WAIT FOR FURTHER ORDERS FROM THE RINGMASTER!

I'LL TAKE ADVANTAGE OF THAT SLIGHT PAUSE TO FLIP MYSELF OVER HIS HEAD!!

I *DID* IT! AND I CAN HEAR THE *RINGMASTER'S* HEART POUNDING TEN FEET IN FRONT OF ME!

MY FOOT TOUCHED A CIRCUS BALL! JUST WHAT I *NEED!*

THEN, BEFORE THE STARTLED HYPNOTIST CAN MAKE A MOVE ...

IF I MAKE YOU TUMBLE, YOUR HAT IS SURE TO FALL OFF!

A SECOND LATER, GUIDED BY THE SOUND OF THE STILL-SHAKING HAT, FEARLESS DAREDEVIL HURLS HIS ALL-PURPOSE BILLY-CLUB CANE WITH UNERRING ACCURACY!

WHAP!

MY *HAT!* I MUST *GET* IT!!

MY SUPER-SENSITIVE HEARING PICKED UP THE SOUND OF TINY ELECTRONS VIBRATING WITHIN THE RINGMASTER'S HAT!! IN SOME WAY, IT IS RESPONSIBLE FOR HIS HYPNOTIC POWER!

RETRIEVE HAT... AT ANY COST!

AFTER HIM!! SPIDER-MAN! RETRIEVE MY HAT... AT *ANY* COST!

I WAS *RIGHT!* I CAN SENSE THE POWERFUL SURGE OF ENERGY POURING OUTWARD FROM THE HAT!!

IF *ANYTHING* CAN STOP SPIDER-MAN, *THIS* WILL!

HALT!! YOU ARE NO LONGER UNDER THE RINGMASTER'S SPELL! I *RELEASE* YOU FROM YOUR TRANCE!!

I RELEASE YOU FROM YOUR TRANCE!

I RELEASE YOU FROM YOUR TRANCE!

I RELEASE YOU FROM YOUR TRANCE!

I HEAR HIS PULSE RATE CHANGING! HIS HEART-BEAT HAS BECOME NORMAL! HE'S SNAPPING OUT OF IT!!

MY HEAD... FOG... MISTS SWIRLING ABOUT... BEGINNING TO CLEAR... I CAN *THINK* AGAIN!

ONCE FREE OF THE HYPNOTIC SPELL, THE BRILLIANT BRAIN OF THE MASKED TEEN-AGER GRASPS THE WHOLE SITUATION IN ONE SPLIT SECOND!

MUCH OBLIGED, DAREDEVIL! NO TELLING WHAT *HARM* I MIGHT HAVE CAUSED IF YOU HADN'T BROKEN THE RINGMASTER'S HOLD OVER ME!

CHALK IT UP TO SELF-PRESERVATION ON *MY* PART, FELLA! I'D RATHER HAVE A GENT LIKE YOU *WITH* ME THAN *AGIN'* ME!!

THANKS FOR THE COMPLIMENT, BUT I OWE YOU A FAVOR, AND A SPIDER-MAN NEVER FORGETS!

BETTER SAVE THE HEARTS AND FLOWERS FOR LATER, SPIDEY! I HEAR A MIGHTY ANGRY RING-MASTER GETTING READY TO ATTACK US AGAIN!

WHOOPS! I ALMOST LET THE CAT OUT OF THE BAG ABOUT MY SUPER-HEARING!

DON'T JUST *STAND* THERE, YOU USELESS FOOLS! WE OUTNUMBER THOSE TWO MASKED MEDDLERS! *WE'RE* HIGHLY-TRAINED, ALSO! LET'S *GET* THEM... UNLESS YOU WANT TO DO THE *REST* OF YOUR ACT IN *JAIL!!*

THE RINGMASTER'S *RIGHT!* IT'S ONLY TWO OF THEM AGAINST *ALL* OF US! LET'S *GO!!*

THE *REST* OF THE AUDIENCE IS STILL HYPNOTIZED! IF WE CAN POLISH OFF SPIDER-MAN AND DAREDEVIL IN TIME, WE'LL *STILL* GET AWAY WITH OUR PLAN!

SUDDENLY, THE SIGHTLESS DAREDEVIL CLUTCHES HIS KNEES, AND IN ONE LIGHTNING-LIKE MANEUVER, SCATTERS THE TIGHTLY BUNCHED PERFORMERS LIKE TEN-PINS!

CLUNK!

UH-OH! THE SOUND OF SOMETHING LARGE AND LIGHT BEING GENTLY WAFTED DOWN TOWARDS ME! IT CAN ONLY BE A *SAFETY NET!!*

THERE'S TENSION AT BOTH ENDS... TWO TRAPEZE ARTISTS ARE TRYING TO SNAG ME INSIDE THE NET! WELL, I'LL JUST GO ALONG FOR THE RIDE!

YOU AND YOUR CRUMMY IDEAS! HOW CAN WE WRAP HIM IN THE NET WHEN HE'S *HOLDIN' ON* TO ONE END OF IT!!?

DAREDEVIL!! YOU'VE *DONE* YOUR SHARE! IT'S *MY* FIGHT NOW! C'MON *DOWN!!*

OKAY, SPIDEY, THEY'RE ALL YOURS!! BUT IF YOU NEED ME, JUST WIGGLE YOUR WEB, FELLA!

AND *NOW*, BOYS AND GIRLS OF ALL AGES, WE PREEEESENT THE MAIN ATTRACTION... NAMELY, THAT LI'L OL' WEB-SPINNER, *ME!*

CAREFUL! DON'T BE OVER-EAGER! THERE'LL BE PLENTY OF ME TO GO AROUND!

YOU'LL EACH GET A CHANCE TO BE SLAPPED SILLY BY SPIDEY!

THUNK!

BRO-THER! JUDGING BY THE SOUND OF PANDEMONIUM OUT THERE, SPIDER-MAN NEEDS *ME* ABOUT AS MUCH AS THE *HULK* NEEDS VITAMIN PILLS!!

SO, I MIGHT AS WELL GET BACK TO MY SEAT AND ENJOY THE REST OF THE "SHOW"!

THE WORST PART ABOUT THIS DOUBLE-IDENTITY BUSINESS IS CHANGING CLOTHES ALL THE TIME! WHAT A BORE!

HERE'S MY SEAT AGAIN... AND, JUDGING BY EVERYONE'S PULSE RATES, WHICH SOUND AS LOUD AS TOM-TOMS TO ME, THE WHOLE AUDIENCE IS *STILL* IN A DEEP TRANCE!

MEANTIME, IN THE ARENA BELOW...

DON'T BE GREEDY, BOYS! ONLY ONE PUNCH TO A CUSTOMER!

HE'LL BE SINGIN' A DIFFERENT TUNE AFTER I WRAP THIS 500-POUND BAR BELL AROUND HIM!

FOR *SHAME*, SAMSON! DON'T YOU KNOW BETTER THAN TO TRY TO SNEAK UP ON A CITIZEN WHO'S LOADED WITH *SPIDER SENSE*?!

GLAD TO SEE YOU'VE BEEN EATING YOUR WHEATIES, BIG BOY! NOW, JUST HOLD ONTO THIS TOY FOR ANOTHER SECOND, ---IF YOU *CAN*!

UNNGH!

TSK TSK!! *BUTTERFINGERS*!!

WHAM!

NOW'S OUR CHANCE TO *GET* 'IM... WHILE HE'S WEIGHTED DOWN WITH THAT BAR-BELL!!

WHAT MAKES ALL YOU BOYS SO *HOSTILE?* YOU MUST HAVE HAD UNHAPPY CHILDHOODS, OR SOME-THING!!

WELL, I CAN'T STAND AROUND HOLDING THIS THING *FOREVER!* HERE... *CATCH!*

LOOK OUT!!

HE TOSSED IT LIKE A *BASKET-BALL!!*

WELL, DON'T JUST *STAND* THERE!! THAT THING'S *HEAVY!* YOU'D BETTER *LIE DOWN!*

MEANWHILE, IT'S TIME FOR ME TO PRACTICE MY *HIGH-JUMPING!*

NO APPLAUSE, PLEASE! THE ACT ISN'T *OVER* YET!

WE'LL BEAT YOU! WE'RE THE *KINGS* OF THE HIGH TRAPEZE!

WELL, HERE'S WHERE YOU LOSE YOUR *CROWNS!*

HAH! I SPLIT YOUR TRAPEZE!! NOW YOU'RE FINISHED!

THAT WAS A RASH, IMPETUOUS THING TO DO! DO YOU KNOW WHAT THOSE THINGS COST?!

YOU'VE ONLY YOURSELF TO BLAME FOR THIS! UNTIL YOU GET ME A NEW TRAPEZE, I'LL HAVE TO RIDE ON YOURS!

NO!! DON'T!! GET OFF, YOU FOOL!! YOU'LL MAKE US BOTH TOPPLE TO THE GROUND!!

BUT YOU CAN'T STAY UP HERE FOREVER! YOU'LL CATCH YOUR DEATH OF COLD!!

YOU MANIAC! NOW WHAT ARE YOU DOING??

INASMUCH AS YOU DON'T WANT TO FALL, I'M JUST WRAPPING YOU UP NICE AND SNUG!!

NOW YOU CAN SWING TO YOUR HEART'S CONTENT!!

BUT, I'M AFRAID I'LL HAVE TO BE LEAVING NOW...

I FORGOT MY UNION CARD, AND I DON'T WANT THE REST OF THE ACROBATS TO PICKET ME!

MEANWHILE, DOWN BELOW...

WE'VE GOT HIM *TRAPPED* NOW! HE CAN'T KEEP HIS BALANCE ON THE HIGH-WIRE AND DEFEND HIMSELF AT THE SAME TIME!!

JUST POINT ME IN THE RIGHT DIRECTION, AND *FIRE!* THE GREAT GAMBINO NEVER MISSES!

NOW! LOWER YOUR HEAD! *BUTT HIM* OFF THE WIRE!

DON'T WORRY!! IT'S AS GOOD AS *DONE!!*

WELL, WELL! *COMPANY!* AND I DIDN'T EVEN BAKE A CAKE!

WHOOM!

YOU LAMEBRAIN!! DID YOU THINK I'D STAND STILL AND WAIT FOR YOU TO HIT ME??

WH-WHERE'D HE *GO?!!*

DON'T WORRY! I'M NOT LOST! US FRIENDLY NEIGHBORHOOD SPIDER-MEN KNOW OUR WAY AROUND PRETTY WELL!!

HE'S TOSSED HIS *WEB* OVER ME!! B-BUT *WHY??*

OKAY, NOW, SURE-SHOT!! GIDDYAP, HORSEY! WE'RE GOIN' BACK TO THE STABLE!!

NO! DON'T! YOU *CAN'T!!* I'VE GOT TO LAND IN THE *SAFETY NET*--- AT THE OTHER SIDE OF THE ARENA!!

NOW, NOW! YOU DON'T WANT OLD SPIDEY TO THINK YOU'RE A CREATURE OF *HABIT,* DO YOU??

I'M GONNA SHOW YOU A NICE *NEW* WAY TO LAND! HERE *GOES!*

LOOK OUT!!

RUN!

HAPPY LANDINGS, SWEETIE!

WHAM!

THAT WASN'T A BAD ACT, GROUP! THE ONLY THING THAT PUZZLES ME IS... WHAT'LL WE DO FOR AN *ENCORE*?? OH, WELL, LET'S SEE NOW... ARE YOU ALL PRESENT AND ACCOUNTED FOR??

HMM...I HAVE A SNEAKY SUSPICION THAT SOMEONE'S *MISSING!*

AND THERE HE *IS*!!

NOW I KNOW HOW YOU STAY SO *SLIM*, RINGY! YOU'RE ALWAYS *RUNNING!*

MY HAT!! ONCE I GET MY HANDS ON IT, I'LL HAVE SPIDER-MAN UNDER MY CONTROL AGAIN! I'M NOT BEATEN *YET!*

AND *NOW*, YOU BRASH, BOASTFUL, BRAZEN BOOR!! NOW YOU'LL *PAY* FOR YOUR TAUNTS AND INSOLENCE!!

BOY! I'LL BET THEY FEED YOU *CORN* FLAKES THREE TIMES A DAY!! YOU'D MAKE *THOR* SOUND LIKE A TEEN-AGE SWINGER!!

I SHALL *TREASURE* THOSE CAUSTIC WORDS, SPIDER-MAN! FOR THEY ARE THE *LAST* ONES YOU'LL EVER UTTER... OF YOUR OWN FREE WILL!!!

AND NOW, REPEAT AFTER ME ... I MUST OBEY THE RINGMASTER !! HIS WILL IS *MY* WILL ! HIS WILL IS *MY* WILL !!

HE CAN'T SEE THAT MY EYES ARE *CLOSED* BEHIND MY OPAQUE EYELETS!

YOU'VE *HAD* IT, CHUM! YOU'RE HYPNOSIS DOESN'T *WORK* ON ME ANYMORE! YOU'VE FLUBBED YOUR ONE LAST CHANCE!

AND NOW, IF THERE ARE NO FURTHER QUESTIONS, WE'LL BRING THIS SESSION TO A CLOSE... *MY* WAY!

NO! WAIT! I'LL MAKE A *DEAL* WITH YOU... *STOP!*

I *NEVER* DEAL WITH GENTS WHO HAVE GLASS JAWS!

WHOOPS! MUSTN'T LOSE THE HAT!!

AND AMONG THE ENTIRE AUDIENCE, ONLY *ONE* FACE LIGHTS UP WITH AMUSED SATISFACTION! ONLY ONE PAIR OF HANDS BURSTS INTO APPLAUSE!

BRAVO, SPIDER-MAN! I COULDN'T HAVE DONE MUCH BETTER *MYSELF!*

THAT MUST HAVE BEEN *DAREDEVIL!* EVERY-ONE *ELSE* IS STILL IN A TRANCE!

BUT WITH ALL THE *ECHOES* IN THIS PLACE, I CAN'T TELL *WHERE* THE VOICE CAME FROM!

WELL, WHEREVER DAREDEVIL *IS,* I'M GLAD HE ENJOYED THE SHOW! ALTHOUGH I WONDER HOW *HE* MANAGED TO RESIST THE RINGMASTER'S HYPNOSIS!?

IT ALL HAPPENED SO *SUDDENLY* THAT ONLY A *BLIND MAN* COULD HAVE BEEN UNAFFECTED! WELL, NATURALLY *THAT* CAN'T BE THE ANSWER! OH, WELL, I'LL DOPE IT OUT *SOME* DAY!!

NOW THAT YOU AND YOUR PLAYMATES ARE ALL NICELY GIFT-WRAPPED, I'LL SEE IF I CAN WAKE UP YOUR AUDIENCE!

I'VE *HEARD* OF SOME SHOWS PUTTING PEOPLE TO SLEEP ---BUT *THIS* IS RIDICULOUS!

BLAST YOU, SPIDER-MAN! IF NOT FOR YOUR INTERFERENCE ---ALONG WITH THAT MASKED *DARE-DEVIL*... I'D HAVE *SUCCEEDED!*

DREAM ON, MISTER! THAT'S WHAT THEY *ALL* SAY!

JUST AS I *THOUGHT!* THE RING-MASTER'S HYPNOTIC POWER CAME FROM HIS *HAT!*

IN SOME WAY, HE MANAGED TO CREATE AN ELECTRONIC ENERGY FLOW WHICH MAGNIFIES ALL THE THOUGHTS OF THE ONE NEAREST THE HAT, AND PROJECTS THEM OUTWARD WITH IRRESISTIBLE IMPACT! *BOY!!* I'M GETTIN' TO SOUND LIKE *REED RICHARDS!*

OKAY, FOLKS! SNAP *OUT* OF IT! THE SHOW'S OVER! TIME TO GO HOME!

WITHIN SECONDS, THE HYPNOTIC SPELL IS BROKEN AND THE AUDIENCE AWAKENS, THINKING THEY HAVE SEEN AN EXCITING PERFORMANCE!

WHAT A GREAT SHOW!!

BEST DANGED CIRCUS I EVER SAW!

DID *YOU* ENJOY IT, MATT?

WELL, I *DID* MANAGE TO STAY AWAKE!

BUT, MINUTES LATER, AS THE CROWD FILES OUT ...

OH! WHERE'S MR. MURDOCK??!

HE WAS HERE A *SECOND* AGO! IF WE LOSE HIM IN THIS CROWD...!

HOWEVER, NOT FAR AWAY, THE IRREPRESSIBLE MATT MURDOCK ENJOYS ONE LAST PRIVATE JOKE ...

I COULDN'T HELP HEARING THE POLICE TAKING YOU AWAY, SIR! IF YOU SHOULD NEED A *LAWYER*, HERE'S MY CARD!

KEEP 'EM MOVIN', JOE!

AWW, GET LOST!

THERE HE IS, KAREN!

MR. *MURDOCK!* WE WERE GETTING SO WORRIED ABOUT YOU... IN THIS BIG CROWD...!

I'M OKAY, KAREN! I WAS JUST, EH, TRYING TO DRUM UP SOME BUSI-NESS!

WELL, THAT'S THE LAST OF THE *RINGMASTER* AND HIS CREW! TOO BAD I DIDN'T GET TO KNOW *DAREDEVIL* BETTER!

YOU SEE, MR. MURDOCK ... YOU *CAN* ENJOY THE CIRCUS JUST LIKE ANY-BODY ELSE!

KAREN'S *RIGHT*, MATT!

SHE'LL NEVER KNOW JUST *HOW* RIGHT SHE *IS!*

WHILE SPIDER-MAN...

HO-HUM! BETTY'S PROBABLY STILL MAD AT ME BECAUSE I DIDN'T TAKE HER TO THE CIRCUS! AUNT MAY IS PROBABLY WAITING TO NAG ME SOME MORE ABOUT DATING THAT MARY JANE CHICK! THE MOST FUN I HAD ALL DAY, WAS FIGHTING FOR MY LIFE! HOW *ABOUT* THAT??!

DAREDEVIL APPEARS REGULARLY IN HIS OWN MAGAZINE ...AND OL' SPIDEY WILL BE BACK NEXT ISH TO THRILL YOU AS USUAL! TILL THEN, STAN, AND STEVE, AND WEB-HEAD HIMSELF SAY... *ALWAYS FACE FRONT!*

THE END

MARVEL COMICS GROUP 12¢

the AMAZING SPIDER-MAN

IND.

APPROVED BY THE COMICS CODE AUTHORITY

17 OCT.

"THE RETURN OF THE GREEN GOBLIN!" (AND WHAT A RETURN IT IS!!)

GUEST-STARRING: THE HUMAN TORCH

SPIDER-MAN

"THE RETURN OF THE GREEN GOBLIN!"

RUGGEDLY WRITTEN BY: STAN LEE

ROBUSTLY DRAWN BY: STEVE DITKO

RECENTLY LETTERED BY: S. ROSEN

STAN AND STEVE DO IT AGAIN!!

BE SURE TO READ THIS YARN *CAREFULLY*, FOR IT'S CERTAIN TO BE DISCUSSED AND ARGUED ABOUT BY SPIDEY FANS THROUGHOUT THE FREE WORLD FOR A LONG TIME TO COME!

LOOK AT OL' BOOKWORM PARKER! THE WAY HE'S GLUED TO THAT CHEM BOOK, YOU'D THINK HE WAS READIN' THE LATEST JAMES BOND MYSTERY!

IT'S BEEN MONTHS SINCE I HAD THAT BATTLE WITH THE *GREEN GOBLIN!** I WONDER WHAT *BECAME* OF HIM? WHY HASN'T HE BEEN HEARD FROM SINCE ??

SEE ME AFTER CLASS, KIDS! OL' FLASH HAS SOME *BIG NEWS* FOR YOU !!

*SEE *SPIDER-MAN #14*... EDITOR.

X-777

IN ANOTHER PART OF THE CITY, AT THE SAME TIME THAT PETER PARKER SITS IN HIS SCIENCE CLASSROOM, THE VERY ONE HE IS THINKING OF IS ALSO THINKING OF *HIM!* OR, TO PUT IT MORE ACCURATELY...OF *SPIDER-MAN!*

THE *NEXT* TIME I BATTLE SPIDER-MAN, I'LL HAVE *NEW* WEAPONS TO DEFEAT HIM WITH!

NOW I'M ONLY PRACTICING WITH A DUMMY TARGET! BUT I CAN'T WAIT UNTIL I GET A CHANCE TO USE MY LITTLE BAG OF TRICKS ON THE *REAL* SPIDER-MAN!

WITH ALL THE PRACTICING I'VE DONE, I SHOULD BE ABLE TO VANQUISH HIM JUST AS EASILY AS I'VE BEATEN HIS LIFELESS REPLICA!

I'VE EVEN REDESIGNED MY JET-POWERED GOBLIN-GLIDER, MAKING IT STILL FASTER AND MORE MANEUVERABLE!

AH, YES! WHEN NEXT WE MEET, SPIDER-MAN WILL FIND THAT THE MYSTERIOUS GREEN GOBLIN IS MORE THAN A MATCH FOR HIM AND HIS OWN PUNY POWERS!!

I'VE WAITED ALL THESE MONTHS TO GIVE MYSELF ENOUGH TIME TO PREPARE FOR OUR NEXT ENCOUNTER!... AND, AT LAST THE GOBLIN IS *READY!!*

NOW, ALL THAT REMAINS FOR ME TO DO...IS... *FIND SPIDER-MAN!*

A SHORT TIME LATER, AFTER CLASS AT MIDTOWN HIGH...

HMM... ALL THE KIDS ARE GATHERED AROUND FLASH! I WONDER WHAT'S GOING ON?

TELL US ABOUT IT, FLASH!

WHAT'S YOUR BIG NEWS?

I'M STARTING A NEW CLUB...AND YOU'RE ALL INVITED TO JOIN!

WHAT KIND OF CLUB?

I MIGHT AS WELL SEE WHAT IT'S ALL ABOUT!

IT'S A SPIDER-MAN FAN CLUB... FOREST HILLS CHAPTER! AND I'M THE PRESIDENT!

IXNAY! HERE COMES PUNY PARKER!

NATURALLY!

IT SOUNDS GROOVY!

HELLO, PETER! HAVE YOU HEARD ABOUT THE CLUB FLASH IS FORMING?

WHY, NO... I HAVENT!

FORGET IT, LIZ! PARKER WOULDN'T BE INTERESTED! DON'T LET US KEEP YOU FROM WHERE YOU'RE GOING, USELESS!

DON'T WORRY, FLASH... I CAN ALWAYS THINK OF SOMETHING BETTER TO DO THAN TALK TO YOU!!

FLASH THOMPSON! THAT WAS THE CRUELEST THING I'VE EVER SEEN YOU DO! WHY WON'T YOU LET PETER PARKER JOIN YOUR SPIDER-MAN FAN CLUB?

WHO NEEDS THAT CREEP!? ANYWAY, HE DOESN'T EVEN LIKE SPIDER-MAN!

YOU KNOW HIM! HE'S NOT INTERESTED IN ANYTHING UNLESS IT'S STRICTLY FROM DULLVILLE!

IMAGINE IF HE EVER SAW SPIDER-MAN! HE'D PROBABLY FAINT!

YOU SAID A MOUTHFUL, FLASH!

ANYWAY, FORGET ABOUT PUNY PARKER! I'VE GOT BIG PLANS FOR MY SPIDER-MAN FAN CLUB! IT'S GONNA BE THE GREATEST FAN CLUB IN TOWN... BECAUSE SPIDEY'S THE GREATEST GUY IN TOWN!

AND I'M GOING TO FIND SOME WAY TO GET PETER PARKER INTO THAT CLUB!

A FEW MINUTES LATER, AS PETE WALKS HOME...

WHAT'S EVERYONE *STARING* AT?? UH OH...UP ON THAT ROOF...LOOKS LIKE *TROUBLE!!*

LOOK! THEY'RE RUNNING INTO A WAITING HELICOPTER!

I NEVER SAW ANY-THING *LIKE* IT!!

MEN IN *COSTUMES*... RACING INTO THAT HOVER-ING WHIRLY-BIRD! WHATEVER THEY'RE DOING... THEY'RE UP TO NO GOOD!

WHIRR

THEY'VE GOT A REAL HEAD START, BUT WITH A LITTLE LUCK, OL' *SPIDER-MAN* OUGHT TO BE ABLE TO CATCH THEM BEFORE THEY CAN GET OUT OF REACH! HERE GOES NOTHIN'...!

WHEEEEEEE! LOOK, MA...NO HANDS!!

MAYBE I'M JUST A CORNY SHOWOFF, BUT IT SURE FEELS GREAT TO GET INTO ACTION AGAIN!!

I WONDER IF FLASH THOMPSON IS WATCHING? WOULDN'T IT BE SOMETHING IF HE EVER FOUND OUT WHO I REALLY *AM*?!!

ONE GOOD THING ABOUT BEING SPIDER-MAN...IT KEEPS A GROWING BOY LIKE ME OUT IN THE FRESH AIR!

HEY! WHA...?? GET HIM OUT OF HERE!

THAT'S A FINE ATTITUDE AFTER I KNOCK MYSELF OUT TO PAY YOU THIS LITTLE VISIT!

WHERE'D YOU COME FROM?? HOW'D YOU GET HERE?!

I HATE TO SEEM ANTI-SOCIAL, BUT I'LL ASK THE QUESTIONS! AND THE FIRST ONE IS...WHAT MADE YOU THINK YOU COULD GET AWAY WITH A CAPER LIKE THIS??

LOOK...YOU'VE GOT THIS ALL WRONG! YOU DON'T UNDERSTAND!

CUT! STOP THE CAMERAS!! THE WHOLE SCENE IS RUINED!..ON ACCOUNT OF THAT NUT SPIDER-MAN!!

HE PROBABLY DIDN'T KNOW THIS WAS JUST A SCENE FROM A MOVIE!

DIRECTOR

BUT, MINUTES LATER, AFTER SPIDEY REALIZES THE TRUTH!

I'M SORRY I SPOILED YOUR SCENE! GUESS I WAS OVER-EAGER!

SORRY?! YOU WEB-SWINGING LAMEBRAIN! THEY OUGHTTA KEEP YOU IN A CAGE!!

DID YOU HEAR WHAT HAPPENED TO SPIDER-MAN?

SOME SENSATIONAL SUPER-HERO HE IS! I WONDER HOW HE FINDS HIS WAY HOME AT NIGHT!

VER-RY FUNNY! HO HO HO!

IF YOU ASK ME, THAT SPIDER-MAN IS GETTING TOO BIG FOR HIS BRITCHES!!!

SO WHO ASKED HER??!

BOY! IT DOESN'T MATTER HOW MANY GREAT THINGS A FELLA MIGHT DO...MAKE ONE LITTLE MISTAKE AND THEY NEVER FORGET IT!!

AND, AS YOU'D EXPECT, WHEN PETER REACHES THE NEWSPAPER OFFICE OF J. JONAH JAMESON, HE FINDS...

THIS IS THE BEST NEWS I'VE HEARD IN MONTHS! SPIDER-MAN MADE A LAUGHING STOCK OF HIMSELF! EVERYONE'S TALKING ABOUT HIS BONEHEAD MISTAKE!

OH, HELLO, PETER! IS SOMETHING WRONG? WHY THE FROWN?

I DON'T KNOW ...I GUESS I'VE JUST GOT A HEADACHE!

WELL, WELL! PETER PARKER, MY DEMON PHOTOGRAPHER! I FEEL SO GOOD, I'M EVEN GLAD TO SEE *YOU!*

I'LL BE RIGHT WITH YOU AS SOON AS I FINISH WRITING THIS ANTI-SPIDER MAN EDITORIAL FOR THE NEXT EDITION

THAT'S OKAY, MR. JAMESON! I JUST CAME BY TO WALK BETTY HOME!

I'M READY TO LEAVE NOW, PETER!

YOU KNOW, PETER...I *WISH* MR. JAMESON DIDN'T HATE SPIDER-MAN SO!

REALLY? WHAT DIFFERENCE DOES IT MAKE TO *YOU*, BETTY?

GOSH, I HOPE SHE'S NOT BEGINNING TO SUSPECT WHO SPIDEY REALLY *IS*!!

HAVE YOU FORGOTTEN, PETER? SPIDER-MAN SAVED MY LIFE THREE TIMES IN THE PAST!

WHEW! SO *THAT'S* ALL SHE MEANT! WHAT A RELIEF! AND NOW... *OH NO!* UP AHEAD!!.. JUST MY *LUCK*!!

BETTY, I JUST REMEMBERED SOMETHING I FORGOT TO TELL MR. JAMESON! LET'S GO BACK FOR A MINUTE AND... UH...

PETER! WHAT ON EARTH...? OH, SOMEONE IS CALLING YOU!

PETEY!!

PETEY! IT'S *ME*, LIZ! COME HERE! I HAVE SOMETHING TO *SHOW* YOU!

DOES THAT SQUARE HAVE TO POP UP WHEREVER WE GO?

GOSH, I'M *SORRY*, BETTY! I KNOW HOW YOU FEEL ABOUT LIZ! I HOPED WE COULD GET AWAY BEFORE SHE SAW US!

OH, STOP THE ACT, "*PETEY*"! YOU'RE NOT IMPRESSING ME ONE BIT!

PAPERS

MMMM, PUTTING ON SOME WEIGHT, AREN'T YOU, MISS BRANT? HERE, PETEY...I WANT YOU TO *READ* THIS!

IT'S ABOUT THE *SPIDER-MAN FAN CLUB!*

OHHH! WHEN SHE CALLS ME "MISS BRANT" I FEEL A HUNDRED YEARS OLD!!

POW

BIG DEAL! PARKER CAN *READ!*

GOSH! YOU ACTUALLY PUT AN AD IN THE PAPER ANNOUNCING YOUR FAN CLUB MEETING! BUT... WHAT'S THIS...??

YOU'RE HAVING YOUR MEETING AT A REAL DINNER CLUB... AND SPIDER-MAN WILL BE THERE??

IMPORTANT NOTICE

THE FIRST MEETING of The SPIDER-MAN FAN CLUB, Forest Hills Chapter, will be held at the elegant AVENUE DINNER CLUB! SPIDER-MAN will appear IN PERSON!

MY FATHER IS LETTING US USE THE AVENUE DINNER CLUB! HE OWNS IT! AND HE PAID FOR THE AD IN THE PAPER, TOO! HE'S ALWAYS BEEN A SPIDER-MAN FAN!

BUT HOW DO YOU KNOW SPIDER-MAN WILL BE THERE?!

BECAUSE HE'S NOT A CRUMB, LIKE SOME GUYS I KNOW!

THAT BLONDE BOY-STEALER WANTS THE WORLD TO KNOW HOW RICH SHE IS!

HE'S THE GREATEST GUY IN THE WORLD! AND HE'S ALL HEART! HE PERFORMED AT A CIRCUS FOR CHARITY LAST MONTH! HE WON'T LET HIS LOYAL FANS DOWN!

HOW CAN I EVER BE MAD AT A FELLA WHO FEELS THAT WAY ABOUT GOOD OL' SPIDEY...EVEN THOUGH HE HATES PETER PARKER!

SO, WHEN HE SEES THAT NOTICE IN THE PAPER, HE'LL BE THERE!

SOMETHING TELLS ME YOU'RE RIGHT, FLASH!

NOW YOU BE SURE TO COME, PETEY! I KNOW MISS BRANT CAN'T COME, BECAUSE HER BOSS, JONAH JAMESON, MIGHT NOT LIKE IT!

WHERE I GO ON MY OWN TIME IS MY BUSINESS, MISS ALLAN!

HOLD ON, LIZ! THIS IS MY FAN CLUB! I DIDN'T INVITE PUNY PARKER TO COME!

UH-OH! MY SPIDER-SENSE IS TINGLING! THAT MEANS DANGER IS NEAR!

BUT WHAT CAN IT BE? I DON'T RECOGNIZE ANYBODY IN THIS CROWD!

BUT, WHY SHOULD PETER RECOGNIZE THE ONE DANGEROUS MAN IN THE CROWD? HE'S NEVER SEEN HIM WITHOUT HIS GREEN GOBLIN MASK BEFORE!

HMM... A MEETING OF THE SPIDER-MAN FAN CLUB, EH? VERY INTERESTING!

FLASH THOMPSON, UNLESS *PETEY* IS INVITED TO THE MEETING, I'LL TELL MY FATHER NOT TO LET YOU USE HIS DINNER CLUB FOR THE AFFAIR!

LIZ! HOW CAN YOU **DO** THIS TO ME?

VERY EASILY!

I'VE GOT TO GET HOME NOW, PETER!

HUH? OH, SURE ... SURE! I'LL WALK YOU, BETTY!

IF ONLY I KNEW WHO JUST PASSED BY!!

WELL, GOODNIGHT, BETTY! I'LL BE SEEING YOU!

HE DIDN'T EVEN ASK ME TO SEE SPIDER-MAN AT THE FAN CLUB MEETING WITH HIM!

I CAN'T ASK BETTY TO COME TO THE MEETING WITH ME BECAUSE I'VE GOT TO ATTEND AS *SPIDER-MAN!* HOPE SHE DOESN'T FEEL HURT!

SECONDS LATER...

AT *LAST!* I COULDN'T *WAIT* TO CHANGE TO SPIDEY AND TRY TO FIND THE ONE WHO AROUSED MY SPIDER SENSE!

BUT, AS THE LONG MINUTES TICK BY...

IT SEEMS HOPELESS! I CAN'T GO AROUND FRIGHTENING INNOCENT PEOPLE!

MAYBE I'M JUST GETTING JUMPY! I'M BEGINNING TO IMAGINE THAT EVERYONE I SEE LOOKS SUSPICIOUS!

I CAN'T AFFORD TO MAKE ANY MORE BLUNDERS AFTER SPOILING THAT MOVIE SCENE YESTER-DAY!

OH, WELL! I MIGHT AS WELL CHANGE BACK TO PETER PARKER! IF THERE *IS* A DANGER TO ME SOMEWHERE IN THE AREA, I'LL LEARN ABOUT IT SOONER OR LATER!

BUT, NO SOONER DOES THE AMAZING TEEN-AGER REVERT TO HIS NORMAL IDENTITY, THAN...

CRACK!

HELP! POLICE! STOP THIEF!!

A *SHOT!* FROM AROUND THE CORNER!

I'D BETTER LOOK INTO IT!

IT'S THE MAN I SAW IN THE STREET BEFORE! WITH A *GUN!* HE *WAS* A CROOK!

SHOULD I TACKLE HIM AS PETER PARKER, OR HIDE SOMEWHERE AND *CHANGE* AGAIN!?

BUT, AS THE HESITANT YOUTH PONDERS HIS COURSE OF ACTION, A FLAMING FIREBALL STREAKS DOWN FROM ABOVE, MELTING THE STARTLED FUGITIVE'S GUN!

WHA...?!

IT'S THE *HUMAN TORCH!* HE BEAT ME TO THE PUNCH!

THERE HE IS!

MUCH OBLIGED, TORCH!

GOOD THING I WAS PASSING BY!

NICE WORK, TORCH! YOU SAVED US A POSSIBLE GUN FIGHT!

THAT WAS A WONDERFUL BIT OF MARKSMANSHIP, SON! YOU DESTROYED HIS GUN WITHOUT INJURING HIS HAND! YOU'RE A REAL HERO!

ALL IN A DAY' DAY'S WORK, GENTS!

HM! NOBODY EVER MAKES THAT MUCH FUSS OVER SPIDER-MAN!

COULD I HAVE YOUR *AUTO-GRAPH*, TORCH??

AND I'D LIKE ONE FOR MY *SON*, IF YOU DON'T MIND!

SURE! WHY NOT?

WRITE "WITH LOVE" ON MINE! :SIGH:!

MAYBE I JUST DON'T *LIVE* RIGHT! I'D BETTER SHOVE OFF BEFORE HE GETS ELECTED *PRESIDENT!*

HOLD IT, FELLA! I NOTICED YOU HANGING AROUND! IN CASE YOU'RE TOO SHY TO ASK ME, HERE'S MY AUTOGRAPH ANYWAY! DON'T BOTHER THANKING ME... I'M JUST ALL *HEART!*

WHAT AM I SUPPOSED TO DO, SLEEP WITH IT UNDER MY PILLOW??

LOUD-MOUTHED SHOWOFF!!

BOY! THIS IS MY LUCKY DAY! *HEY!* DID *YOU* GET HIS AUTOGRAPH, TOO?

I MIGHT AS WELL HAVE SOME *FUN* WITH THIS KID...

NO! THIS IS *SPIDER-MAN'S!* WOULD YOU LIKE TO *SWAP?*

WHAT DO YOU THINK I AM... A *NUT?!*

OH, WELL! YOU CAN'T WIN THEM *ALL!*

THE NEXT DAY, AT J. JONAH JAMESON'S OFFICE...

MISS BRANT, I DON'T LIKE THIS AD WHICH SPIDER-MAN'S FAN CLUB PUT IN MY PAPER!

WHY NOT, MR. JAMESON?

IF THE CLUB'S A **SUCCESS**, THAT WEB-SPINNING CLOWN COULD BECOME AS POPULAR AS THE ***BEATLES!*** TELL PARKER TO ***BE*** AT THAT MEETING, WITH HIS CAMERA! WE'LL ***JOIN*** HIM THERE!

I'LL FIND ***SOME*** WAY TO PUT A DAMPER ON THAT CLUB!

WELL, DON'T JUST ***STAND*** THERE! GO CALL PARKER!

YES, SIR!

I'LL WAIT TILL I'M SURE PETER HAS ***LEFT!*** I DON'T WANT HIM AT THAT MEETING WHERE LIZ CAN MAKE A PLAY FOR HIM!

MEANWHILE, AT HOME, PETER PARKER IS HAVING ***HIS*** PROBLEMS, TOO!

GOOD NEWS, PETER! I'VE ARRANGED A DATE FOR YOU TONIGHT WITH MARY JANE WATSON, OUR NEIGHBOR'S NIECE!

BUT, AUNT MAY! I'VE NEVER EVEN ***SEEN*** HER! AND I'VE ***GOT*** A GIRL FRIEND! I DON'T WANT A BLIND DATE!

NONSENSE, DEAR! I KNOW WHAT'S BEST FOR YOU! SHE'S A VERY SWEET GIRL... MRS. WATSON ***SAYS*** SO!

I'VE GOT TO THINK ***FAST!*** AH, I KNOW!

GOSH, AUNT MAY, IT'S ***IMPOSSIBLE*** TONIGHT! I'M GOING TO A MEETING OF THE ***SPIDER-MAN*** FAN CLUB! ***SHE*** WOULDN'T BE INTERESTED IN ***THAT!***

WHY, THAT'S JUST ***PERFECT***, DEAR! MARY JANE'S AUNT TELLS ME SHE JUST ***LOVES*** SPIDER-MAN! ALTHOUGH PERSONALLY, ***I*** CAN'T SEE WHY! THEN IT'S ALL SET...!

HOW CAN I GO AS ***SPIDER-MAN*** IF I'M STUCK WITH A BLIND DATE?? THIS IS ***AWFUL!***

RING!

HELLO? OH, MRS. WATSON? WHAT? MARY JANE HAS A BAD COLD AND CAN'T GO OUT TONIGHT? TSK! TSK! PETER WILL BE SO DISAPPOINTED!

WHEW! I'M ***SAVED!***

THAT'S RIGHT! I'M ALL BROKEN UP ABOUT IT, AUNT MAY!!

WHAT'S THAT? IF PETER IS SO DISAPPOINTED SHE MIGHT TRY DRESSING WARM AND TAKING SOME PILLS...??

NO! ***NO!!*** IT'S TOO ***DANGEROUS!*** SHE MIGHT GET THE ***FLU***...OR ***WORSE!*** I WOULDN'T ***THINK*** OF IT!! ***NO!!***

ISN'T THAT ***SWEET*** OF PETER, MRS. WATSON? HE'S ***SO*** CONCERNED ABOUT DEAR MARY JANE!

THAT RIGHT! I'M WORRIED SICK! WELL, I'VE GOT TO ***GO*** NOW! SEE YOU LATER ... BYE!!

LATER, AT THE GRAND BALLROOM OF THE AVENUE DINNER CLUB...

IT WAS SO NICE OF YOU TO LEND US YOUR CLUB FOR OUR SPIDER-MAN FANS MEETING PLACE, DAD!

WE SURE APPRECIATE IT, MR. BRANT!

IT'S A PLEASURE!

BESIDES, I'M NOT COMPLETELY UN-SELFISH! IF THERE'S A BIG TURNOUT, IT'LL BE GOOD *PUBLICITY* FOR MY CLUB! AND THAT MEANS A BIG BOOST IN BUSINESS LATER!

THE FANS SHOULD START ARRIVING SOON! DO YOU THINK *SPIDER-MAN* WILL REALLY SHOW UP IN PERSON?

WE *HOPE* SO! HE'S *SURE* TO HAVE SEEN THE NOTICE IN THE PAPER!

AND, A SHORT TIME LATER...

WOW! WHAT A TURNOUT! HALF OF FOREST HILLS MUST BE HERE! BUT WHERE'S SPIDEY?

I DUNNO! JUST KEEP YOUR FINGERS CROSSED, CHARLIE!

I WONDER WHY PETEY HASN'T SHOWN UP YET?! AFTER ALL THE TROUBLE I WENT TO...!

WHILE, ON A ROOFTOP NEARBY...

THIS IS MY BIG CHANCE! IF I MAKE A GOOD IMPRESSION IN THERE, MAYBE PEOPLE WILL STOP DIS-TRUSTING ME AND START LIKING ME THE WAY THEY LIKE THE TORCH!

I FEEL LIKE A NERVOUS ACTOR ON OPENING NIGHT!

AND, SPIDEY MIGHT BE STILL *MORE* NERVOUS IF HE COULD SEE THE STRANGE FIGURE ACROSS TOWN WHO IS SILENTLY SPEEDING TOWARDS THE SAME DESTINATION...

WON'T SPIDER-MAN BE SUR-PRISED TO SEE THE *GREEN GOBLIN* AMONG HIS MANY "FANS"?!!

BUT, AS THE CROWD IMPATIENTLY WAITS FOR THE HERALDED APPEARANCE OF THE TEEN-AGE ADVENTURER, WE FIND THAT THERE ARE OTHER FAMILIAR FACES AMONG THOSE ASSEMBLED...

NOW, REMEMBER YOUR PROMISE, JOHNNY STORM! YOU'RE JUST HERE TO *SEE* SPIDER-MAN---NOT TO *COMPETE* WITH HIM!

DON'T WORRY, DORRIE! THE ONLY FLAME TONIGHT WILL BE THE ONE IN MY *HEART*, BURNING FOR *YOU!*

AND DON'T THINK YOU CAN SWEET-TALK ME OUT OF YOUR PROMISE, EITHER!

WHY ISN'T *PARKER* HERE, MISS BRANT?? DIDN'T YOU GIVE HIM MY MESSAGE??

EH, *NO*, MR. JAMESON! I COULDN'T! HE WASN'T *IN* WHEN I CALLED!

BECAUSE I WAITED TILL I *KNEW* HE'D BE OUT!

I'M *GLAD* PETER ISN'T HERE! THAT BLONDE BANDIT, LIZ ALLAN, IS WATCHING FOR HIM LIKE A *HAWK!!*

SAY, FLASH! WHAT'LL HAPPEN IF SPIDEY DOESN'T SHOW UP?

BITE YOUR TONGUE SEYMOUR! HE'S *GOT* TO BE HERE!

THEN, SUDDENLY... UNEXPECTEDLY... DRAMATICALLY...!

LOOK! THE SPIDER-SIGNAL!

HE'S HERE!

THERE HE IS!!

YAY!

GREETINGS, WEB-SPINNERS! HERE'S YOUR OL' FRIENDLY NEIGHBORHOOD SPIDER-MAN!

BUT, FROM A DARKENED CORNER BACKSTAGE, AN ELECTRICALLY-CHARGED TOY *FROG* IS PROPELLED TOWARD SPIDEY'S SWINGING WEB...

AT *LAST* MY MOMENT HAS COME!

AND, AS THE STRANGE DEVICE STRIKES THE GOSSAMER-THIN LINE, IT SEVERS IT INSTANTLY...

SOMETHING SNAPPED MY WEB LINE!! BUT... HOW...??

WHAT *HAPPENED*??

SPIDEY'S *WEB* SNAPPED! HE'S *FALLING!*

I CAN'T *LOOK!*

BUT THAT'S NEVER HAPPENED TO HIM BEFORE!

IT'LL TAKE MORE THAN A MINOR ACCIDENT TO STOP *ME!* I'VE GOT TO MAKE IT LOOK LIKE IT WAS PART OF THE ACT!

WOW! DID YOU SEE THE WAY HE FLIPPED TO A SAFE LANDING?!!

WOTTA STUNT!! MORE! *MORE!*

SEE? I *KNEW* HE'D SHOW UP! WHAT A GREAT GUY! *YAY,* SPIDEY!

AS FAR AS *I'M* CONCERNED, THIS EVENING IS A *FLOP!* PETEY STILL ISN'T HERE!

THAT WAS NO *ACT!* SOMEONE TRIED TO *HURT* SPIDER-MAN!

JOHNNY, I DON'T LIKE THAT *LOOK* IN YOUR EYE!!

THEN, AT THAT VERY MOMENT... THE *GREEN GOBLIN* MAKES HIS UNEXPECTED APPEARANCE ...!

HOLY SMOKE! THE *GREEN GOBLIN!* NOW I'M *IN* FOR IT!!

NOW, SPIDER-MAN... WE'LL *REALLY* GIVE THEM A SHOW!

I'VE GOT TO MAKE THIS STILL SEEM LIKE *JUST AN ACT!* IF THE AUDIENCE PANICS, SOME OF THEM COULD BE HURT IN THE RUSH!

I'VE GOT A WHOLE BAG-FULL OF NEW SURPRISES FOR YOU, MY FRIEND!

AND HERE'S THE *FIRST!* SEE HOW MY *GOBLIN SPARKS* START SPARKLING AS SOON AS I PRESS A BUTTON ON MY BELT!!

SEE HOW *PRETTY* THEY LOOK, GLISTENING IN THE AIR!

WOULD YOU LIKE A *CLOSER* LOOK AT THEM? I'LL BE GLAD TO OBLIGE!

THEY LOOK PRETTY, ALL RIGHT... PRETTY *DANGEROUS!* I'D BETTER SWING OUT OF THE WAY!

YAY!! WHAT AN *ACT!!* *MORE!* GIVE US *MORE!!*

SO FAR, SO GOOD! AS LONG AS THEY DON'T SUSPECT THIS IS FOR *REAL!!*

BUT I CAN'T KEEP THIS UP FOREVER! I'VE GOT TO THINK OF SOME WAY TO BEAT THE GOBLIN WITHOUT INVOLVING THE AUDIENCE!

BAH! THE FANS ARE EATING THIS UP! IF ONLY I COULD DREAM UP SOME WAY TO *SPOIL* THIS CORNY SHOW OF HIS!!

I'M *SO* GLAD THAT PETER ISN'T HERE! PERHAPS HE *DOESN'T* LIKE LIZ ALLAN AS MUCH AS I FEARED HE DID!

YOU'VE DONE WELL SO FAR, SPIDER-MAN! BUT I'VE LOTS *MORE* SURPRISES FOR YOU... LIKE *THIS* ONE!

AN ELECTRICALLY-ACTIVATED MECHANICAL *BAT*!!

IT'S CIRCLING ME... EMITTING THICK BLACK SMOKE... TO *BLIND* ME!

BUT MY *SPIDER SENSE* TELLS ME THERE'S A *NEW* DANGER, HIDDEN BY THE SMOKE! I'VE GOT TO *AVOID* IT, AT ALL COSTS!!

IT'S COMING *TOWARDS* ME! A LOW-YIELD EXPLOSIVE... ONLY ONE THING TO DO!

JUST MADE IT!!

NOW ARE YOU CONVINCED?? DIDN'T I *TELL* YOU OL' SPIDEY'S THE *GREATEST*?!

IT *IS* A THRILLING ACT, JOHNNY... *JOHNNY!* WHAT'S *WRONG*?

PLENTY, IF MY HUNCH IS RIGHT!! *THAT'S NO ACT!*

YAYYY, SPIDEY!!

NOW'S MY CHANCE! ONE FAST LEAP, AND I'LL *GRAB* HIM!!

HAH! I *EXPECTED* THAT! HOW DOES IT *FEEL* TO FIGHT A FOE WHO'S AS FAST AS *YOU*??

ROTTEN! BUT I WON'T TELL *HIM*!

YOU'D SAVE A LOT OF ENERGY IF YOU HAD A LITTLE GOBLIN GLIDER LIKE MINE!

WHERE'D YOU *GET* IT, GOBBY?? YOUR LOCAL HERTZ RENT-A-GLIDER?

ATTA BOY, SPIDEY!! YOU'RE DOIN' GREAT! WHAT AN ACT!!

I WONDER WHY PETER PARKER IS NEVER AROUND WHEN SPIDER-MAN APPEARS?? I'VE NEVER SEEN THEM AT THE SAME TIME!

UH-OH! I *HEARD* THAT! LIZ IS GETTING SUSPICIOUS!!

OF COURSE, THE PLACE IS VERY CROWDED! PERHAPS HE'S HERE AND I JUST CAN'T *SEE* HIM!

I'VE GOT TO THINK OF SOMETHING TO KEEP HER FROM GETTING TOO CLOSE TO THE TRUTH! BUT *WHAT?*

WELL, THE *FIRST* THING I'VE GOT TO DO IS PUT THE *GOBLIN* OUT OF ACTION! I'LL LET HIM THINK HE'S GOT ME ON THE RUN!

STAY WHERE YOU ARE, SPIDER-MAN! I WANT TO *REMEMBER* YOU THAT WAY!

YOU'RE OKAY AS A BIG, BAD VILLAIN, BUT YOU'D NEVER MAKE IT WITH THE *DODGERS*, PAL!

I'VE GOT TO MAKE HIM COME *CLOSER* TO ME!

I CAN'T KEEP MISSING YOU *ALL* THE TIME, BLAST IT!!

THAT'S WHAT THEY *ALL* SAY... UNTIL I LOWER THE BOOM!

THERE! I'VE GOT HIM IN POSITION!! NOW TO MOVE FAST!!

BUT, AT THAT VERY MOMENT, THE SHARP-EYED JOHNNY STORM NOTICES THE DANGEROUS GLINT OF THREE GUN BARRELS IN THE BALCONY ABOVE...

DORRIE, WAIT HERE! I'VE GOT TO *LEAVE* YOU FOR A FEW MINUTES...

JOHNNY STORM! YOU *PROMISED* ME YOU WOULDN'T TRY TO GET INTO THE ACT! IF YOU DON'T SIT RIGHT DOWN AGAIN...!

I *CAN'T!* THIS LOOKS *SERIOUS!* STAY BACK!

C'MON! NOW'S OUR CHANCE TO BREAK INTO THE CASHIER'S SAFE UP HERE, WHILE EVERYONE'S WATCHIN' THOSE CLOWNS DOWN BELOW!

I'D LIKE TO FINISH OFF THAT CRUMMY SPIDER-MAN FIRST!

SUDDENLY, A DRAMATIC CRY RINGS OUT, AS A FLAMING FLYING FIGURE BLAZES UPWARD...

FLAME ON!

DORRIE WILL BE MAD AS A HORNET, BUT I'VE JUST *GOT* TO DO THIS!

LOOK! IT'S THE *HUMAN TORCH!*

BUT, WHILE STREAKING TOWARDS THE THREE GUNMEN, THE TORCH UNWITTINGLY BLAZES THROUGH SPIDEY'S WEBBING, SPOILING OUR HERO'S PLAN TO TRAP THE GREEN GOBLIN!

GANGWAY, WEB-HEAD!

THAT WAS A *CLOSE* ONE! HE ALMOST *HAD* ME!!

THE *TORCH!* HE SPOILED EVERY-THING!!

WHO INVITED THAT HUMAN MATCHSTICK TO BUTT IN?!!

GET *LOST*, TORCH! THIS IS A *PRIVATE* PARTY!!

AW, CLAM UP, FLASH! ARE YOU TRYIN' TO SPOIL ALL THE FUN??

YAY, TORCH! GIVE IT TO 'EM, YOU OL' FIRE-EATER!!

THE TORCH SPOTTED US! LET'S GET *OUTTA* HERE!

THIS *DOES* IT!! I'M TAKIN' THE PLEDGE! I'M GOIN' *STRAIGHT!*

NOT REALIZING *WHY* THE HUMAN TORCH HAS ENTERED THE SCENE, THE GREEN GOBLIN ANGRILY TURNS HIS ATTENTION TOWARDS THE FIERY NEWCOMER...

THE HUMAN TORCH, EH? WELL, I'LL TEACH *YOU* NOT TO INTERFERE WITH YOUR BETTERS!

SPIDER-MAN'S GONE! I WONDER WHERE..?

FOR THE ANSWER TO THE TORCH'S UNSPOKEN QUESTION, LET'S TURN OUR ATTENTION TO A YOUTH WHO BREATHLESSLY RACES TOWARDS THE AUDIENCE...

SO FAR, SO GOOD! NOW TO PUT IN A BRIEF APPEARANCE AS PETER PARKER!

HI, LIZ! I *THOUGHT* I SAW YOU FROM ACROSS THE ROOM!

OH, PETEY! THEN YOU *WERE* HERE! I'M *SO* GLAD!

FIRST THE PESTY TORCH, AND NOW PUNY PARKER! THIS PLACE IS FILLING UP WITH A BUNCH OF DEAD-HEADS!

PETEY, I'M *SURE* I CAN TALK FLASH INTO LETTING YOU JOIN HIS *SPIDER-MAN* FAN CLUB!

AW, C'MON, LIZ! IF WE ACCEPT *HIM*, WE'LL HAVE TO ACCEPT *ANYBODY!*

FORGET IT, KIDS! I MAY START MY *OWN* CLUB... FOR THE *GREEN GOBLIN!*

ECHH! THAT CREEP IS AS FUNNY AS A SECOND-HAND CRUTCH!

YOU'VE *SUCH* A CUTE SENSE OF HUMOR, PETEY! BUT HOW DID YOUR *HAIR* GET SO MUSSED?

IT.. EH.. IT'S PRETTY *WINDY* ON THE OTHER SIDE OF THE ROOM!

NOW THAT I'VE SHOWN MYSELF, I'VE GOT TO GET BACK TO THE GOBLIN, *FAST!* BUT...

YIPES! LOOK WHO'S HERE!

LOOK! PARKER *DID* COME, AFTER ALL!! BUT WHERE'S HIS *CAMERA?*

PETER... HERE WITH *LIZ!* SHE'S RUNNING HER FINGERS THROUGH HIS HAIR!! OH, *NO!*

YOU LOOK *PALE*, PETEY! IS ANYTHING *WRONG?*

BOY! IS *THAT* THE UNDER-STATEMENT OF THE YEAR?!!

MEANWHILE, HIGH ABOVE EVERYONE'S HEADS, THE "SHOW" GOES ON!

I'VE GOT TO GET RID OF THE TORCH QUICKLY, SO I CAN TURN MY ATTENTION TO SPIDER-MAN!

THIS LITTLE "GOBLIN SURPRISE" OUGHT TO DO THE TRICK!

WHATEVER HE TOSSED AT ME, IT FORMED AN AIR-TIGHT CLOUD SEAL, CUTTING OFF MY AIR! IT'LL PUT MY *FLAME* OUT!

...UNLESS I INCREASE MY FLAME TO NEAR *NOVA INTENSITY*... BUT THAT MIGHT CAUSE A FIRE IN HERE, INJURING INNOCENT PEOPLE!

HE'S TOSSING *MORE!* I'VE GOT TO DO *SOMETHING* BEFORE I'M COMPLETELY WITHOUT OXYGEN!

AND, DOWN BELOW...

CAN'T DELAY ANY LONGER! I'VE GOT TO GET BACK TO THE *GOBLIN!*

HE DIDN'T INVITE *ME*, BUT I FIND HIM HERE WITH *LIZ!* HOW ...*HOW* COULD HE DO THIS TO ME?!

JUST THEN, THE BATTLE-WISE TORCH GETS AN IDEA..

EVEN THOUGH I DON'T DARE USE MY NEAR-NOVA HEAT ON MY ENTIRE BODY...

...IT MIGHT BE SAFE TO TRY IT JUST ON MY *HAND!* *THERE!* IT'S WORKING! IT'S DRAWING OFF THE THICK MIST!

AND *NOW*, BROTHER GOBLIN...OHHH, CAN'T *BREATHE!* THAT DENSE SMOKE...!!

HAH! I NEGLECTED TO *WARN* YOU, TORCH...THE *EXHAUST* FROM MY BAT GLIDER MAKES A MOST EFFECTIVE PREVENTATIVE AGAINST PURSUIT!

AND NOW, ALL I NEED DO IS DOUBLE BACK AND PUT YOU OUT OF ACTION WITH ONE OF MY POTENT LITTLE STUN BOMBS!!

JUST ENOUGH FLAME LEFT TO GLIDE TO A SAFE LANDING! HE'S WON THE FIRST ROUND!

AND THEN, AMONG THE AWED SPECTATORS, A CHILLING, STARTLING REALIZATION BEGINS TO TAKE ROOT...

WOW! THE TORCH JUST SAVED HIMSELF IN TIME!

MAYBE I'M *NUTS*, BUT I'M TELLIN' YOU THIS IS *NO ACT!!*

YOU'RE *RIGHT!* I'VE BEEN THINKING THE SAME THING!

YOU MEAN... THIS IS FOR *REAL?!*

LOOK! SPIDEY IS BACK!!

I WONDER WHERE HE *WAS?!*

DID YOU *MISS* ME, GOBBY??

NOT AS MUCH AS THE *WORLD* WILL SOON MISS YOU!

CONFOUND IT!! DON'T *MOVE* SO FAST!!

BUT I *HAVE* TO MOVE FAST! I DON'T WANT YOU TO GET BORED AND FALL ASLEEP ON ME!

AH, BUT THE *GREEN GOBLIN* CAN MOVE FAST, TOO! YOU DIDN'T *EXPECT* MY GLIDER TO MAKE SUCH A SUDDEN DROP, DID YOU??

A LOT OF GOOD *THAT'LL* DO YOU!

YOU'VE SNEERED AT MY PROWESS FOR THE *LAST TIME*, SPIDER-MAN!!

DON'T *BET* ON IT! YOU MISSED ME AGAIN!!

I'VE GOT HIM ON THE *RUN* NOW! I'LL SWING UP AGAIN AND PUT HIM AWAY FOR *KEEPS*!

HELLO! WHAT? YES, I *THINK* PETER PARKER IS HERE... WHY?

HIS *AUNT*? SUFFERED ANOTHER HEART ATTACK?? ASKING FOR HIM IN THE HOSPITAL? I SEE! I'LL SEE IF I CAN *FIND* HIM!

AUNT MAY... IN THE *HOSPITAL*!! ASKING FOR ME!! I-I'VE GOT TO GO TO HER... RIGHT AWAY!!

THE *TORCH* WILL BE ABLE TO HANDLE THE GREEN GOBLIN! I CAN'T AFFORD TO WASTE A SECOND!

LOOK! SPIDER-MAN'S RUNNING AWAY!

I CAN'T *BELIEVE* IT!!

HE MUST HAVE TURNED *YELLOW!*

SOME CRUMMY HERO *HE* IS!! RUNNIN' OUT ON A FIGHT!

THE GREEN GOBLIN MUSTA BEEN TOO *MUCH* FOR HIM!

BOOOO, SPIDER-MAN!

I DON'T KNOW WHY SPIDEY SKIPPED OUT, BUT *SOMEONE'S* GOT TO STOP THE GOBLIN!

THIS IS BETTER THAN I DARED *HOPE* FOR! I CAN JUST SEE TOMORROW'S HEADLINES... "*SPIDER-MAN TURNS CHICKEN!!*"

I'VE NO REASON TO FIGHT THE *TORCH!* I'LL JUST HOLD HIM OFF TILL I CAN ESCAPE!

NOW WHAT'S HE UP TO??

HE'S TOSSING A MINIATURE *PUMPKIN* AT ME! WELL, I'LL JUST MATCH IT WITH A SPEEDING *FIREBALL!!*

UHHH! THAT MUST HAVE BEEN WHAT HE *WANTED!* ALL THESE BRIGHT SPARKS... I CAN'T *SEE!!*

I *DID* IT! I MANAGED TO REACH THE OUTSIDE BEFORE HIS VISION COULD RETURN! MY BATTLE WAS A COMPLETE *SUCCESS!*

AND *NEXT* TIME I FIGHT SPIDER-MAN, I'LL LEAVE HIM NO AVENUE OF RETREAT! IT WILL BE THE *FINISH!!*

BUT, AT THAT MOMENT, THE *GREEN GOBLIN* IS THE LAST THING ON SPIDEY'S MIND...

POOR AUNT MAY! I'VE GOT TO REACH THE HOSPITAL *FAST!* I PRAY THAT I'M NOT TOO LATE!

AND, AS THE CROWD THINS OUT AT THE AVENUE DINNER CLUB...

JOHNNY, I'M NOT ANGRY ANY MORE... I'M *PROUD* OF YOU! I REALIZE NOW THAT YOU WERE *NEEDED* AS THE HUMAN TORCH!

THANKS, DORRIE! BUT I CAN'T UNDERSTAND *SPIDER-MAN!* WHAT COULD HAVE MADE HIM TURN TAIL AND *RUN OFF* THE WAY HE DID??

YES, I GUESS I DO, DORRIE! OR ANYWAY... I *DID!*

UNDERNEATH THAT SILLY OLD *FEUD* OF YOURS, YOU REALLY *LIKE* SPIDER-MAN, DON'T YOU, JOHNNY?

MISS BRANT, CALL THE PAPER! TELL THEM I'M ON MY WAY OVER! WE'RE PUTTING OUT AN *EXTRA!* I'LL TELL THE WHOLE *WORLD* WHAT A *COWARD* SPIDER-MAN REALLY TURNED OUT TO BE!

YES, MR. JAMESON...

AND *I* FEEL LIKE TELLING THE WORLD WHAT A FOOL *I* AM... FOR THINKING PETER PARKER EVER CARED ABOUT ME! I..I'LL NEVER TRUST HIM EVER AGAIN!

PETER PARKER MUST BE PART *GHOST! NOW* WHERE DID HE DISAPPEAR TO??

HEY, *WAIT* UP, FELLAS! DON'T GO YET! WE HAVE TO VOTE FOR *OFFICERS* FOR OUR *SPIDER-MAN FAN CLUB!*

FORGET IT, FLASH! AFTER WHAT WE JUST SAW, SPIDER-MAN CAN GO JUMP IN THE LAKE!

C'MON, LET'S GET *OUT* OF HERE!

WHAT'S THE *MATTER* WITH ALL OF YOU?? ARE YOU JUST A BUNCH OF FAIR-WEATHER FRIENDS? SPIDEY MUST HAVE HAD A *REASON* FOR WHAT HE DID!!

OKAY, GO AHEAD! WALK OUT! WHO *NEEDS* YA?! *I'M* STAYING! *I'M* NOT A DESERTER! OL' SPIDEY STILL HAS *ONE* FAN, ANYWAY!

NUTS! WHAT'S THE ANGLE, FLASH? IS HE A *RELATIVE* OF YOURS??

NO! HE'S NOT A RELATIVE! HE'S JUST THE GREATEST GUY IN THE WORLD! AND YOU'LL *ALL* ADMIT IT SOME DAY! JUST WAIT 'N SEE!

AND, WHILE FLASH THOMPSON LOYALLY DEFENDS HIS TEEN-AGE IDOL, PETER PARKER BREATHLESSLY APPROACHES THE HOSPITAL...

JUST A LITTLE BIT FURTHER!

THROWING CAUTION TO THE WINDS, HE USES HIS WEB TO SWING TO THE GROUND, EVEN THOUGH HE'S NOT IN COSTUME...

I DON'T CARE *WHO* SEES ME! I'VE GOT TO REACH AUNT MAY!

BUT, LUCKILY, THE STREET IS DESERTED AT THAT MOMENT...

AND, NOT LONG AFTERWARDS...

YOUR AUNT IS A VERY SICK WOMAN, PETER! BUT, NOW THAT *YOU'RE* HERE, SHE SEEMS TO HAVE MORE WILL TO LIVE!

STOP THE PRESSES! MR. JAMESON IS PUTTING OUT A *SPIDER-MAN EXPOSÉ* EXTRA!

SLOWLY, THE LONG, LONELY HOURS DRAG BY, AS PETER PARKER KEEPS HIS VIGIL, UNTIL...

POOR AUNT MAY! ALL SHE EVER WANTED WAS THE BEST FOR ME! AND I NEVER SPENT ENOUGH TIME WITH HER...OR TRIED TO DO ENOUGH FOR HER!

GEO. WARD.

THE CRISIS IS OVER, SON! YOU MAY SEE YOUR AUNT NOW!

PETER... DEAR, DEAR PETER...

DON'T TALK, AUNT MAY! YOU'VE GOT TO REST... GAIN YOUR STRENGTH BACK! DON'T WORRY ABOUT ANYTHING... JUST GET WELL!! YOU'VE *GOT* TO GET WELL!

FINALLY, WHEN VISITING HOURS HAVE ENDED AND PETER WEARILY WALKS HOME, HE HEARS...

HOW *ABOUT* THAT? THE *BUGLE* CALLS SPIDER-MAN A COWARD! ... RIGHT ON THE FRONT PAGE!

MY *SON* WAS AT THAT FAN CLUB MEETING! HE SAID SPIDER-MAN RAN OFF LIKE A SCARED RABBIT!

SURE! HE'S PROBABLY NOTHING BUT A *PHONY!* IT SHOWS WHAT A BIG PUBLICITY BUILD-UP WILL DO FOR A GUY!

IT LOOKS LIKE I'VE BECOME "PUBLIC HEEL #1" PRACTICALLY OVERNIGHT!

BETTY IS HURT BECAUSE SHE THINKS I WENT TO THE CLUB WITH *LIZ* INSTEAD OF HER!

EVERYONE THINKS I'M YELLOW, AND I'VE PROBABLY LOST ANY FANS I MIGHT HAVE HAD!

ON TOP OF ALL THAT, THE GREEN GOBLIN IS FREE AGAIN, AND MAY STRIKE AT ANY TIME!

AND THE ONE PERSON WHO'S BEEN KINDER TO ME THAN ANYONE ELSE IN MY WHOLE LIFE IS IN THE HOSPITAL NOW, AND THERE'S NOTHING I CAN DO TO HELP HER!

A LOT OF *GOOD* IT DOES ME TO BE SPIDER-MAN! SOMETIMES I WISH I HAD NEVER *HEARD* THAT NAME!

WHY DON'T THINGS EVER SEEM TO TURN OUT RIGHT FOR ME? WHY DO I SEEM TO *HURT* PEOPLE, NO MATTER HOW I TRY NOT TO? IS THIS THE PRICE I MUST ALWAYS PAY FOR BEING... *SPIDER-MAN??!*

AND SO WE TAKE OUR LEAVE OF THE WORLD'S MOST HUMAN, MOST MISUNDERSTOOD SUPER-HERO! BUT, IF YOU THINK HIS LIFE IS COMPLICATED *NOW*, JUST WAIT TILL YOU SEE THE HAND THAT A CAPRICIOUS FATE DEALS HIM *NEXT* ISSUE! WE PROMISE YOU A TALE YOU WILL NOT SOON FORGET! *The End.*

MARVEL COMICS GROUP 12¢

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

18 NOV.

IND.

ONLY MIGHTY MARVEL WOULD DARE TO ATTEMPT SUCH A TALE!

"THE END OF SPIDER-MAN!"

THE STORY YOU NEVER EXPECTED TO READ!!

WHY DOES SPIDEY CRINGE IN HELPLESS FEAR AS THE EVIL SANDMAN STALKS THE CITY'S STREETS?

BE PREPARED FOR COUNTLESS SURPRISES IN THIS GREAT, DRAMATIC, OFF-BEAT ISSUE!

"The END Of SPIDER-MAN!"

SPIDER-MAN

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SPECIAL EXTRA

SPIDER-MAN A COWARD! FLEES IN TERROR!

By J. Jonah Jameson, Publisher

FORGET EVERYTHING YOU'VE EVER READ ABOUT SPIDEY BEFORE!! FORGET EVERY SUPER-HERO THRILLER YOU'VE EVER SEEN!! THROW AWAY ALL YOUR PRE-CONCEIVED IDEAS OF WHAT A FULL LENGTH MAGAZINE DRAMA SHOULD BE LIKE! *THIS ONE IS DIFFERENT! THIS ONE IS A SENSATION! THIS ONE IS JUST FOR YOU!*

NO ONE WILL EVER LAUGH AT J. JONAH JAMESON AGAIN! I *TOLD* THEM SPIDER-MAN WAS A HEEL... A COWARDLY QUITTER... AND NOW, SINCE HE RAN AWAY FROM THE GREEN GOBLIN*, THE WORLD KNOWS I'M *RIGHT!*

*SEE SPIDER-MAN #17 "THE RETURN OF THE GREEN GOBLIN!"...EDITOR.

X-797

WRITTEN BY:
STAN LEE
AUTHOR OF "THE FANTASTIC FOUR"

ILLUSTRATED BY:
STEVE DITKO
ILLUSTRATOR OF "DR. STRANGE"

LETTERED BY:
SAM ROSEN
LETTERER OF..."PATSY WALKER"?!!

A SHORT TIME AGO, SPIDER-MAN SEEMED TO SUFFER HIS GREATEST DEFEAT AT THE HANDS OF THE MYSTERIOUS *GREEN GOBLIN!* AND NOW, LET US OBSERVE THE REACTIONS OF VARIOUS FAMILIAR CHARACTERS TO THAT UNEXPECTED OCCURRENCE ...

I'M THE *FIRST ONE* TO MAKE SPIDER-MAN RUN AWAY LIKE A WHIPPED DOG! NOW, AT LAST, *THE GREEN GOBLIN* WILL BE WORLD-FAMOUS!

IF ONLY *I* COULD HAVE BEEN THE ONE TO DEFEAT HIM! THE VICTORY *SHOULD* HAVE BELONGED TO *DOCTOR OCTOPUS!*

EVEN THOUGH HE *LOST*, SPIDER-MAN IS STILL AT LARGE! THAT MEANS *KRAVEN THE HUNTER* MIGHT *STILL* BE ABLE TO TRACK HIM DOWN!

HOW COULD THE GREEN GOBLIN BEAT HIM WHEN I, *THE VULTURE*, COULDN'T ?? I STILL CAN'T BELIEVE IT!

WHAT'RE YOU LOOKIN' SO *GLOOMY* ABOUT, HOTHEAD? I THOUGHT THAT WEBHEAD WAS NUMBER ONE ON YOUR HATE PARADE!

SURE, BEN, WE WERE ALWAYS FEUDIN'... BUT I STILL HAD A LOT OF *RESPECT* FOR SPIDEY! IF I HADN'T SEEN HIM RUN AWAY WITH MY OWN EYES...!

TOO BAD ABOUT SPIDER-MAN! IT SORT OF PUTS *ALL* COSTUMED CRIME-FIGHTERS IN A BAD LIGHT!

IT APPEARS HIS COURAGE DID NOT MATCH HIS POWER!

WASPS AND SPIDERS ARE NATURAL ENEMIES... SO I CAN'T HONESTLY SAY I'M SORRY FOR HIM!

WHEN LAST I MET SPIDER-MAN, MY INSTINCTS TOLD ME HE WAS A VALIANT FIGHTER! HOW COULD THE SUPER-SHARP SENSES OF *DAREDEVIL* HAVE BEEN SO WRONG?

EVEN WITH THE AVERAGE MAN IN THE STREET, SPIDER-MAN'S BATTLE AGAINST THE GREEN GOBLIN IS THE NUMBER ONE TOPIC ...

I *STILL* DON'T SEE WHY HE RAN AWAY! IT LOOKED TO ME LIKE SPIDEY WAS *WINNING!*

J. JONAH JAMESON WAS *RIGHT* ALL THE TIME! SPIDER-MAN WAS JUST A *COWARD*... LIKE *ALL* BULLIES!

APPARENTLY JAMESON WAS SMARTER THAN WE *THOUGHT!*

AND, THE GLOATING PUBLISHER OF THE DAILY BUGLE MISSES NO TRICKS IN PUBLICIZING HIS TRIUMPH ...

NOW THAT THE DECENT PEOPLE OF OUR CITY HAVE GOTTEN WISE TO SPIDER-MAN, HE HASN'T BEEN SEEN FOR WEEKS! AT LAST WE'RE *RID* OF THAT MASKED MENACE!

AND REMEMBER, THE DAILY BUGLE WAS THE *FIRST* TO EXPOSE HIM AS A DANGEROUS FRAUD!

YES, ALMOST THE ENTIRE CIVILIZED WORLD WONDERS, WHAT HAS HAPPENED TO THE AMAZING SPIDER-MAN! BUT, HOW SURPRISED THEY ALL WOULD BE IF THEY COULD SEE HIM AT THIS VERY MOMENT...

YOU SHOULDN'T HAVE GOTTEN OUT OF BED, AUNT MAY! THE DOCTOR SAID YOU NEED LOTS OF REST AFTER YOUR OPERATION!

BUT I WANTED TO MAKE SURE YOU EAT A GOOD BREAKFAST BEFORE YOU GO TO SCHOOL, PETER!

GOSH, IF ONLY YOU'D STOP WORRYING ABOUT ME SO! ANYWAY, YOU KNOW MRS. WATKINS WILL BE HERE TO HELP YOU OUT AND... OH! HERE SHE IS NOW!

OFF TO SCHOOL WITH YOU NOW, PETER! I'LL DO THE DISHES! WELL, DON'T YOU LOOK IMPROVED, MAY!

THANK YOU, ANNA! IT'S SO NICE OF YOU TO COME OVER!

NOW *REMEMBER*... TAKE YOUR MEDICINE EVERY FOUR HOURS... HAVE A NAP AT NOON, LIKE THE DOCTOR SAID... AND DON'T TIRE YOURSELF OUT!

I'LL BE ALL RIGHT, DEAR! TAKE CARE OF *YOURSELF*... REMEMBER, YOU'RE STILL A GROWING BOY!

LATER, AT SCHOOL...

I CAN'T TELL AUNT MAY, BUT WE'RE ALMOST OUT OF MONEY! AND SHE STILL NEEDS SO MUCH MEDICINE.... I CAN'T FAIL HER AFTER EVERYTHING SHE'S DONE FOR ME! THE DOCTOR DOESN'T WANT HER TO KNOW HOW ILL SHE REALLY IS!

THEN AT THE END OF THE SCHOOL DAY...

I NEVER SAW PUNY PARKER *RUN* SO FAST!

I'VE GOT TO MAKE SURE AUNT MAY'S ALL RIGHT!

HE PROBABLY HEARD OF A BIG SALE ON TEXT-BOOKS SOME-WHERE!

I'M *HOME*, AUNT MAY!! ARE YOU FEELING ALL RI... *OH!* YOU'RE STILL *HERE*, MRS. WATKINS?!

YES, PETER! YOUR AUNT FELT A BIT DIZZY, SO I THOUGHT I'D STAY A WHILE LONGER!

NOW DON'T *WORRY* THE BOY, ANNA! I'M PERFECTLY *FINE*! BUT *YOU* LOOK A BIT PEAKED TO ME, DEAR! HAVE YOU BEEN STUDYING TOO HARD?

LATER, AFTER MRS. WATKINS HAS GONE HOME...

WE'RE ALMOST OUT OF MEDICINE AGAIN! I'VE JUST *GOT* TO GET SOME MONEY, SOME-WHERE!

OKAY, AUNT MAY, TIME FOR YOUR MEDICINE AND THEN YOU'VE GOT TO GO TO BED!

VERY WELL, PETER! I *AM* FEELING RATHER TIRED! YOU MAY SHUT THE T.V. OFF NOW!

YES, *THAT'S* WHY SPIDER-MAN HASN'T BEEN HEARD FROM LATELY! IT'S IMPOSSIBLE TO LOOK AFTER A SICK AUNT WHO IS RECOVERING FROM A SERIOUS OPERATION, AND STILL SPEND TIME SWINGING THROUGH THE CITY IN SEARCH OF ADVENTURE! BUT, THERE ARE STILL *SOME* WHO HAVEN'T FORGOTTEN SPIDEY...

BOY! OLD J. JONAH REALLY IS *FLYING* THESE DAYS!

ily Bugle

READ

J. JONAH JAMESON'S EXPOSÉ OF *"THE SPIDER-MAN MYTH!"*

AND, PROBABLY THE LAST TRUE FAN THAT SPIDEY HAS LEFT IS *FLASH THOMPSON*, THE ARCH-RIVAL OF PETER PARKER...

I TELL YOU, IF SPIDEY RAN AWAY FROM THE GREEN GOBLIN, HE HAD A GOOD *REASON!*

SURE HE DID! HE'S A PROFESSIONAL *COWARD!*

SAY THAT AGAIN AND I'LL PASTE YOU ONE!

SKIP IT, FLASH! THAT WEB-HEAD ISN'T WORTH FIGHTIN' ABOUT!

JUST WATCH WHAT YOU *SAY* ABOUT HIM FROM NOW ON!

OH, HELLO, PETER! HOW IS YOUR AUNT?

A LITTLE BETTER, I GUESS, LIZ! BOY, FLASH SURE IS LOYAL TO SPIDER-MAN, ISN'T HE?

YES! HE SEEMS TO LIKE *HIM* AS MUCH AS HE *DISLIKES* YOU!

BY THE WAY, THERE'S A NEW PETER SELLERS MOVIE AT THE DRIVE-IN TONIGHT THAT I'VE BEEN *DYING* TO SEE!

REALLY? I'D LIKE TO SEE IT, TOO! BUT I, EH, HAVE SOMETHING TO *DO* LATER ON...

LIZ REALLY ISN'T A BAD KID, ALTHOUGH I PREFER BETTY BRANT... BUT I CAN'T THINK ABOUT *GIRLS* NOW! I'VE GOT AN IDEA HOW TO EARN SOME MONEY *FAST!*

AND SO, AFTER SCHOOL, A DRAMATIC, COSTUMED FIGURE SWINGS DARINGLY TOWARDS A MIDTOWN OFFICE BUILDING...

THIS IS THE PLACE!

ACE PICTURE CO.

ARE *YOU* THE ONES WHO MAKE THOSE KIDS' TRADING CARDS WITH PICTURES OF SPORTS STARS AND ACTORS ON THEM??

YEAH, WHO WANTS TO KNOW?

OH... *SPIDER-MAN!*

THIS IS YOUR *BIG CHANCE*, FELLA! HOW MUCH IS IT WORTH TO YOU TO MAKE TRADING CARDS WITH *MY* PICTURE ON THEM! I'LL GIVE YOU AN EXCLUSIVE CONTRACT!

SORRY, WE'RE NOT INTERESTED! DON'T SLAM THE WINDOW ON YOUR WAY OUT!

ARE YOU *KIDDIN'?!* YOU'RE TALKING TO *SPIDER-MAN!* I'M THE *REAL THING!* JUST THINK OF THE PHOTOS YOU COULD GET OF ME!

LEAVE YOUR NAME AND ADDRESS WITH THE GIRL OUT FRONT! DON'T CALL *US*... WE'LL CALL *YOU!*

BUT JUST IMAGINE HOW THE KIDS WOULD EAT UP A PICTURE OF ME DOING *THIS!*

OR HOW ABOUT SOMETHING LIKE *THIS??*

YOU'D SELL A *MILLION* CARDS, EASY!

I DON'T *GET* IT! YOU'RE NOT EVEN *LOOKING!* WHAT'S *WRONG??*

LOOK, YOUNG FELLA... *FACE* IT! YOU'RE *WASHED UP*... A *HAS-BEEN!* I COULDN'T *GIVE* ANY PICTURES OF *YOU* AWAY! NOW, *BLOW*, HUH? I'M BUSY!

BITTERLY DISAPPOINTED, THE MASKED TEEN-AGER LEAVES THE OFFICE IN HIS OWN INIMITABLE MANNER, AND SEES...A SHORT DISTANCE AWAY...

A GANG ON THE ROOF OF THAT JEWELRY STORE!

IT'S A CINCH THEY'RE NOT THERE TO SEE THE *SIGHTS!*

I'LL BREAK UP THAT LITTLE CAPER EASY AS PIE, AND THEN... OH, *NO!* I CAN'T!

I FORGOT! IF ANYTHING HAPPENED TO *ME*, WHO'D LOOK AFTER POOR AUNT MAY!?

I JUST CAN'T AFFORD TO TAKE THE CHANCE!

AND THEN, SPIDER-MAN DOES A MOST UNUSUAL THING...HE TURNS AND RUNS *AWAY* FROM THE FURTIVE WOULD-BE JEWEL THIEVES...

THIS MAY NOT BE IN THE BEST SUPER-HERO TRADITION, BUT I HAVEN'T ANY CHOICE!

ANYWAY, I'M GLAD I HAVE SOME *CHANGE* WITH ME!

SECONDS LATER...

HELLO, POLICE? I'D LIKE TO REPORT A CRIME! SOME MEN ARE/TRYING TO BREAK INTO A JEWELRY STORE AT THE CORNER OF FORTY-SEVENTH STREET...

AND THEN...

NO, I'D RATHER NOT MENTION MY NAME! I'M JUST A PRIVATE CITIZEN, TRYING TO DO HIS DUTY! THAT'S OKAY... YOU'RE WELCOME!

WELL, IT'S NOT THE WAY THE *HUMAN TORCH* WOULD HAVE HANDLED IT, BUT AT LEAST I'LL BE ABLE TO GET RIGHT HOME AND SEE IF AUNT MAY NEEDS ME NOW!

MINUTES LATER...

DOC! WHAT ARE *YOU* DOING HERE? IS..IS ANYTHING *WRONG??* WHERE'S AUNT MAY...??

IT'S ALL RIGHT, PETER! I WAS JUST PASSING BY, SO I THOUGHT I'D DROP IN! YOUR AUNT SEEMS TO BE HOLDING HER OWN! BUT *YOU'D* BETTER TRY TO TAKE IT EASY, SON!

JUST SEE THAT SHE KEEPS TAKING HER MEDICINE... AND I'LL COME BY AGAIN TOMORROW!

I CAN'T TELL HIM THAT I'M SO JITTERY BECAUSE I'M WORRIED ABOUT *PAYING* FOR ALL THAT MEDICINE! OUR SAVINGS BANK ACCOUNT IS ALMOST EMPTY!

I'M GLAD YOU'RE HOME EARLY, DEAR! HOW WAS SCHOOL TODAY?

EVERYTHING'S FINE AT SCHOOL, AUNT MAY! HERE, I'LL PUT ON THE T.V. FOR YOU!

THANK YOU, DEAR! NOW YOU'D BETTER DO YOUR HOMEWORK BEFORE IT GETS TOO LATE!

SHE DOESN'T SUSPECT I'M MILES *AHEAD* OF THE CLASS ALREADY!

THEN, REACHING THE PRIVACY OF HIS ROOM ...

I'VE GOT TO FIND OUT IF BETTY IS STILL MAD AT ME FOR GOING TO THAT CLUB MEETING WITHOUT HER!*

HI, BETTY! THIS IS PETE! WAIT! DON'T HANG UP! *BETTY!!*

*SEE SPIDER-MAN #17... EDITOR.

THE *NERVE* OF HIM! CALLING ME AS THOUGH NOTHING HAD HAPPENED!

WAS THAT PETER PARKER? I FEEL SO *GOOD* THESE DAYS I EVEN LIKE *HIM!* WHERE'S HE BEEN *KEEPING* HIMSELF LATELY?

HIS AUNT IS ILL... SHE HAD A SERIOUS OPERATION, AND HE'S HAD TO LOOK AFTER HER!

REALLY?? WELL, NEVER LET IT BE SAID THAT BIG-HEARTED J. JONAH JAMESON DOESN'T LOOK AFTER THE PEOPLE WHO WORK FOR HIM! LET'S DO SOMETHING *GENEROUS* FOR THEM ... SEND HER A GET-WELL CARD!

...BUT DON'T SEAL THE ENVELOPE! YOU CAN SEND IT FOR A PENNY CHEAPER THAT WAY!

SAY! YOU'RE NOT STILL *MAD* AT PARKER, ARE YOU? YOU SHOULD LEARN TO FORGIVE AND FORGET... LIKE *I* DO!!

SINCE SPIDER-MAN'S DEFEAT, OLD JAMESON HAS BEEN THE HAPPIEST GUY IN TOWN!

THE OLD *HYPOCRITE!* I LIKED HIM BETTER THE WAY HE *WAS!*

HOW *ARE* YOU, MY LOYAL EMPLOYEES? REMEMBER, IF YOU NEED ANY ADVICE, OR ANY HELP, YOU'RE ALWAYS WELCOME TO ASK YOUR TENDER-HEARTED EMPLOYER!

I WISH HE'D BECOME HIS GROUCHY OLD SELF AGAIN! AT LEAST WE *UNDERSTOOD* HIM THAT WAY!

FIRST TIME I EVER SAW HIM SMILE! IT'S A SICKENING SIGHT!

I ALMOST WISH SPIDER-MAN WOULD *REDEEM* HIMSELF, OR SOMETHING! OTHERWISE, JAMESON'S LIABLE TO CRACK HIS FACE WIDE OPEN WITH THAT PHONY SMILE OF HIS!

HE REMINDS ME OF A *TIGER* WHO'S JUST MADE A KILL!

AND, AS THE LONG HOURS TICK BY...

SHE'S RESTING NOW! POOR AUNT MAY... SHE'S DONE SO *MUCH* FOR ME! BROUGHT ME UP LIKE I WAS HER OWN SON! I CAN'T FAIL HER NOW WHEN SHE *NEEDS* ME! I'VE *GOT* TO TAKE CARE OF HER TILL SHE'S WELL AGAIN!

BUT IT GETS SO *LONELY* SOMETIMES! IF ONLY *BETTY* WEREN'T MAD AT ME! I'LL CALL HER AGAIN...

NO ANSWER! CAN SHE BE OUT WITH ANOTHER FELLA ?? OR IS SHE NOT ANSWERING BECAUSE SHE SUSPECTS IT'S *ME* ??

ALTHOUGH HE CANNOT BE SURE OF IT, PETER'S *SECOND* GUESS IS THE CORRECT ONE ...

IT *MUST* BE PETE! I *KNOW* IT! BUT I DON'T TRUST MYSELF TO SPEAK TO HIM!

I MIGHT LISTEN TO MY HEART... AND MAKE UP WITH HIM, AS I'M *LONGING* TO! BUT I *MUSTN'T*! I SIMPLY COULDN'T BEAR TO BE HURT AGAIN!

THEN, AS THE DEJECTED TEEN-AGER SITS MOROSELY IN HIS LONELY ROOM, HIS THOUGHTS BEGIN TO WANDER ... BACK TO THE RECENT PAST...

I WONDER HOW BETTY WOULD FEEL IF SHE KNEW I WAS *SPIDER-MAN*! I'M THE ONE WHO'S RISKED HIS LIFE SO OFTEN TO SAVE HER...

IT WASN'T LONG AGO THAT I DEFIED SOME OF MY MOST DANGEROUS ENEMIES IN ORDER TO RESCUE BETTY AND AUNT MAY! I REMEMBER HOW THE *SANDMAN* ALMOST BEAT ME ...HE *MIGHT* HAVE, IF I HADN'T BEEN ABLE TO HOLD MY BREATH LONGER THAN HE!*

I CAN OUT-LAST HIM IN THIS AIRLESS ROOM BECAUSE OF MY EXTRA-STRONG LUNGS!

* SEE SPIDER-MAN ANNUAL #1... EDITOR.

THEN, THERE WAS THE TIME *KRAVEN THE HUNTER* HAD ME TRAPPED! IF I HADN'T BEEN ABLE TO *OUT-RUN* HIM, THERE'S NO TELLING *WHAT* MIGHT HAVE HAPPENED! HE SURE WAS A POWERFUL ENEMY!

SPIDER-MAN, IF I EVER GET MY HANDS ON YOU...!

AND I STILL SHUDDER WHEN I THINK HOW CLOSE THE *VULTURE* CAME TO BEATING ME! IF HE HADN'T MADE THE CARELESS MISTAKE OF FLYING TOO CLOSE TO ME WHEN I WAS TRAPPED, IT WOULD HAVE BEEN BYE-BYE SPIDEY!

OF COURSE, ONE OF MY *CLOSEST* CALLS CAME WHEN *DR. OCTOPUS* HAD ME TRAPPED IN THAT GIGANTIC GLASS FISHBOWL! ALL HE HAD TO DO WAS LEAVE ME TO DROWN... BUT HE MADE THE MISTAKE OF BEING OVER-EAGER AND COMING IN *AFTER* ME!

IT'S A SLIM CHANCE, BUT... IF I CAN SNARE HIM WITH MY WEBBING..!

EDITOR'S NOTE: ALL THE SCENES YOU'VE WITNESSED ABOVE ARE EXCERPTS FROM THE FIRST SPIDEY *ANNUAL!*

EVERY *ONE* OF THEM, AS WELL AS *ELECTRO* AND *MYSTERIO* WILL HAVE *LEARNED* FROM THAT EXPERIENCE... AND THEY'LL BE *HARDER* TO BEAT IF WE SHOULD EVER MEET AGAIN!

BUT NOBODY REALIZES WHAT CLOSE CALLS I'VE HAD... HOW *DANGEROUS* MY CAREER HAS BEEN... UH-OH! WHAT'S THIS ON TV?

AND NOW, OUR LAST NEWS ITEM.. J. JONAH JAMESON, FAMOUS NEWSPAPER PUBLISHER, HAS BEEN AWARDED THE GOOD CITIZENSHIP MEDAL FOR HIS CONTINUING EDITORIALS AGAINST THE DISCREDITED SPIDER-MAN!

THAT *DOES* IT! BETTY BRANT IS MAD AT *PETER PARKER*... AND THE WHOLE WORLD THINKS *SPIDER-MAN* IS A COWARD, BECAUSE I RAN OUT ON MY FIGHT WITH THE GOBLIN! THEY DON'T KNOW I DID IT BECAUSE AUNT MAY WAS ILL... AND NEEDED ME! AND I CAN NEVER *EXPLAIN!*

CLICK!

NEXT DAY, OUTSIDE OF THE *DAILY BUGLE* BUILDING...

IF ONLY I COULD MAKE UP WITH BETTY! OH, THERE SHE IS *NOW!*

BETTY! *WAIT!* I'VE GOT TO TALK TO YOU!

PETER! IT'S TOO LATE! WE'VE NOTHING MORE TO DISCUSS!

YOU *KNEW* I WANTED TO GO TO THAT CLUB MEETING WITH YOU... AND YOU TOLD ME YOU WEREN'T GOING! THEN I FOUND YOU THERE WITH *LIZ ALLAN!* NOTHING YOU CAN SAY CAN CHANGE *THAT!!*

BUT, BETTY... WAIT! PLEASE..!

HOW CAN I TELL HER I *COULDN'T* TAKE HER... BECAUSE I HAD TO CHANGE TO *SPIDER-MAN!* AND I *DIDN'T* GO WITH LIZ... I JUST *MET* HER THERE!

WELL, WELL! HELLO THERE, PARKER!

HAVE YOU ANY GOOD *NEWS PHOTOS* FOR ME? YOU HAVEN'T SOLD ME ANY, LATELY!

SORRY, MR. JAMESON... I'VE BEEN TOO BUSY LOOKING AFTER MY AUNT! BUT, MAYBE LATER ON!..

SURE, KID, SURE! *ANY* TIME! JUST DON'T BRING ME ANY OF *SPIDER-MAN* ANY MORE! HE'S *FINISHED* WITH THE PUBLIC NOW! HEH HEH!

YEAH, "HEH HEH," YOU OLD GOAT!

BY THE WAY... THANKS FOR THE GET-WELL CARD YOU SENT AUNT MAY! SHE APPRECIATED IT!

THINK NOTHING OF IT, MY BOY! I GUESS I'M JUST ALL *HEART!*

WHY DID I HAVE TO FALL FOR PETER PARKER?? WHY DO I *STILL* FEEL THE WAY I DO??

THEN, AT SCHOOL...

IT'S A GOOD THING I'M A TOP STUDENT! I CAN'T CONCENTRATE ON MY STUDIES! I'VE *GOT* TO FIND A WAY TO EARN SOME MONEY!

AND, LATER THAT DAY...

WHY DIDN'T I THINK OF THIS *BEFORE*? I OUGHT TO BE ABLE TO SELL MY SPECIAL *QUICK-STICK WEBBING* FOR A *FORTUNE!*

PEERLESS CAST CO.

IT'S *SPIDER-MAN!*

DON'T BE ALARMED, GENTS! I HAVE A *BUSINESS DEAL* TO OFFER YOU!

YOU MUST HAVE HEARD ABOUT MY FAMOUS, EXCLUSIVE WEBBING! LOOK! I'LL GIVE YOU A DEMONSTRATION!

THIS IS MOST IRREGULAR! BUT WE SEEM TO BE A CAPTIVE AUDIENCE!

WATCH HOW I CAN MAKE ONE THIN STRAND STICK TO THE CEILING...

...AND NOW, NOTICE THE UNBELIEVABLY HEAVY *WEIGHT* THAT ONE STRAND WILL SUPPORT!

HE'S LIFTING THAT CAST IRON BLOCK AS THOUGH IT'S A *TOY!*

HOW *ABOUT* IT, MEN? IMAGINE IF YOU COULD SELL PASTE THAT WAS *THIS* STRONG!!

I CAN HARDLY BELIEVE MY EYES!

HE'S *RIGHT!* SUCH A PASTE WOULD MAKE US A *FORTUNE* ON THE OPEN MARKET!

BUT A FEW MINUTES LATER...

WHAT *HAPPENED?*

OH, DON'T WORRY ABOUT *THIS!* IT JUST *SNAPPED!* I MADE IT SO IT WON'T HOLD TOO LONG! I DIDN'T WANT MY ENEMIES TO STAY TIED UP *FOREVER!*

BUT, IF IT ISN'T *PERMA-NENT* WE CAN'T *USE* IT!

WAIT! PERHAPS I CAN *MAKE* IT PERMANENT! I OUGHT TO BE ABLE TO FIGURE OUT A FORMULA!

FINE! WHEN YOU *DO*, COME BACK TO SEE US! UNTIL THEN, YOUR PASTE IS *WORTHLESS!*

WE CAN'T SELL AN ADHESIVE THAT GETS *WEAK* AFTER A WHILE! YOU JUST WASTED OUR TIME!

NUTS! I STRUCK OUT *AGAIN!* I FORGOT THAT MY STICKY WEBBING EVENTUALLY EVAPORATES! I *COULD* MAKE IT PERMANENT... BUT IT MIGHT TAKE *MONTHS* OF LAB WORK... AND I HAVEN'T THE *TIME!*

ANYWAY... AT LEAST THINGS CAN'T GET ANY *WORSE!*

ULP! I WAS EVEN WRONG *THERE!*

WELL, WELL! LOOKS LIKE THIS IS MY *LUCKY* DAY!

THE *SANDMAN!!*

I'VE BEEN *WAITIN'* FOR A CHANCE TO POLISH YOU OFF, ONCE AND FOR ALL!

I DON'T DARE BATTLE HIM NOW! I'M NOT WORRIED FOR *MYSELF*... BUT, IF I LOSE, AUNT MAY WILL BE ALONE IN THE WORLD, WITH NO ONE TO LOOK AFTER HER!

HOLD IT! THIS ISN'T THE TIME... OR THE PLACE!

SO! IT'S TRUE WHAT THEY'RE SAYIN' ABOUT YOU! YOU HAVE TURNED YELLOW!!

YOU FOUGHT ME BEFORE! YOU MUST KNOW THAT ISN'T TRUE! I'VE JUST GOT MY REASONS FOR NOT WANTING TO MIX IT UP WITH YOU NOW!

WHUMP!

SURE YOU DO! AND THEY ALL ADD UP TO ONE THING... YOU'RE A COWARD!

BRO-THER! I'M IN FOR IT NOW! NOTHING'S GONNA STOP HIM FROM ATTACKING ME!

WHAM!

THUD!

I'D LOVE TO TURN AND FACE HIM! TO RAM THOSE INSULTING WORDS RIGHT DOWN HIS THROAT! BUT NOTHING IS EVER CERTAIN... HE MIGHT BEAT ME...

...AND I CAN'T TAKE THE CHANCE...NOT WHILE AUNT MAY IS ILL, AND HELPLESS! I OWE IT TO HER TO AVOID ANY TROUBLE!

LOOK! THERE'S SPIDER-MAN AT LAST!

BAM!

AND HE'S RUNNING FROM SANDMAN... JUST THE WAY HE RAN FROM THE GREEN GOBLIN!

JAMESON WAS RIGHT! YOU'RE SCARED, SPIDER-MAN! YOU'RE AFRAID OF YOUR SHADOW!

I NEVER WAS THE BEST-LOVED GUY IN TOWN... BUT RIGHT NOW, KHRUSHCHEV COULD PROBABLY BEAT ME IN A POPULARITY CONTEST!

GO AHEAD, RUN! SHOW THE WHOLE WORLD WHAT A COWARD YOU ARE!

ALL OF SPIDER-MAN'S VICTORIES IN THE PAST MUST HAVE JUST BEEN PUBLICITY STUNTS!

BOOOO, SPIDER-MAN! I'LL BET MY KID SISTER COULD BEAT YOU UP!

HE WAS PROBABLY A PHONY FROM THE START!

POW!

IT'S A LUCKY THING I'M *FASTER* THAN SANDMAN! I COULDN'T KEEP DODGING THOSE SLEDGE-HAMMER BLOWS *FOREVER!*

RUN, CHICKEN! I'LL CATCH UP WITH YOU SOONER OR LATER... AND WHEN I *DO*...!

OH, WHAT A LOVELY SIGHT! OH, WHAT A HEART-WARMING EPISODE! DID YOU SEE SPIDER-MAN, REVEALED IN ALL HIS DELICIOUS *COWARDICE*???

YOU SURE CALLED THE TURN ON HIM IN YOUR EDITORIALS, MR. JAMESON!

I'LL BETCHA HE WON'T HAVE THE NERVE TO SHOW HIMSELF IN PUBLIC AFTER THIS! THAT CRUMB BUM'S *HAD* IT!

LOOKS LIKE HE GAVE ME THE SLIP! AND *I* BETTER GO INTO HIDING, TOO... BEFORE THE *POLICE* COME AFTER ME!

WHEW! *THAT* WAS A CLOSE CALL!!

I'D BETTER CHANGE IDENTITIES *FAST*... BEFORE I GET INTO A FIX I *CAN'T* GET OUT OF!

BOY! I'LL BET EVEN FLASH THOMPSON WILL GIVE UP ON ME AFTER *THIS*... AND I WOULDN'T *BLAME* HIM!

HEY, PUNK... DID YOU SEE THAT SPINELESS *SPIDER-MAN* RUN PAST HERE?

N-NO, I DIDN'T! HE MUST HAVE GONE IN THE OTHER DIRECTION!

FINALLY, A SAD-FACED TEEN-AGER REACHES HOME...

HOW COME YOU'RE *ALONE*, AUNT MAY? THE DOCTOR SAID YOU SHOULD ALWAYS HAVE SOMEONE *WITH* YOU!

BUT MRS. WATKINS HAD TO *LEAVE*, DEAR! HER NIECE IS AWAY AND SHE HAD TO COOK DINNER FOR HER HUSBAND! BESIDES, I THOUGHT YOU'D BE HOME SOONER!

THIS IS WHAT I'VE BEEN *AFRAID OF!* I CAN'T TAKE THE CHANCE OF AUNT MAY BEING ALONE... IN CASE SHE HAS ANOTHER ATTACK! *THIS* IS WHY I CAN'T AFFORD TO FIGHT AS *SPIDER-MAN!* GOSH... WE'RE ALMOST OUT OF MEDICINE!

IT'S A SHAME THAT MRS. WATKINS' NIECE IS OUT OF TOWN, DEAR! SHE COULD COME AND *VISIT* US! IT MUST BE SO BORING FOR YOU, SPENDING SO MUCH TIME WITH ME!

BOREDOM? I WISH THAT *WAS* THE ONLY PROBLEM I HAD!

AND SO IT GOES! WITH EACH PASSING MINUTE, THINGS LOOK GLOOMIER AND GLOOMIER FOR THE WORRIED TEEN-AGER! AND THE NOW-JOVIAL J. JONAH JAMESON DOESN'T MISS A TRICK IN REMINDING THE PUBLIC OF HOW *RIGHT* HE WAS ABOUT SPIDER-MAN ...

AND NOW WE PRESENT A VIDEO-TAPE RE-RUN OF THIS AFTERNOON'S TOP NEWS STORY... THE FRIGHTENED FLIGHT OF SPIDER-MAN WHILE THE CITY WATCHED IN SHOCK ....

NOW THE WHOLE CITY... PROBABLY THE WHOLE *WORLD*, THINKS I'M NOTHING BUT A DISCREDITED COWARD! AND, AS LONG AS AUNT MAY REMAINS SERIOUSLY ILL, THERE'S NOTHING I CAN *DO* ABOUT IT!

AS A SPECIAL ATTRACTION, LET'S WATCH THAT SAME SCENE IN *SLOW MOTION*, SPONSORED BY THE *DAILY BUGLE*... THE PAPER THAT TELLS THE *TRUTH!*

THAT'S *IT!* I CAN'T TAKE ANY MORE OF THAT GRINNING APE! I'D RATHER WATCH *DR. DOOM* READING NURSERY RHYMES TO THE KIDDIES!

ZZZZT!

I *TELL* YOU, BENJAMIN, THERE'S *MORE* TO ALL THIS THAN MEETS THE EYE! I JUST *KNOW* SPIDEY ISN'T A COWARD!

SURE! SURE! AND YOU STILL HANG UP YOUR WOOLY LITTLE STOCK-IN' FOR *SANTA CLAUS*, TOO!

KNOCK IT OFF, BIG BUDDY! I'M *SERIOUS!*

WHY WOULD A FELLA WHO'S RISKED HIS LIFE A DOZEN TIMES AGAINST THE TOUGHEST ODDS SUDDENLY TURN YELLOW?? REMEMBER... I'VE *SEEN* HIM IN ACTION... AND HE'S ONE OF THE *BEST!*

I'M INCLINED TO *AGREE* WITH YOU, JOHNNY! PEOPLE DON'T CHANGE THEIR BASIC NATURE WITHOUT GOOD CAUSE! AS FOR SPIDER-MAN, I WONDER...

AND THEN, ACTING ON A SUDDEN IMPULSE, THE YOUNGEST MEMBER OF THE FABULOUS *FANTASTIC FOUR* UTTERS A DRAMATIC CRY AND BLAZES THROUGH THE WINDOW LIKE A CRIMSON METEOR...!

FLAME ON!

WHAT DO YOU THINK THAT IMPETUOUS KID BROTHER OF MINE *IS* UP TO *NOW*?

IT'S HARD TO SAY, SUE! I'D *GUESS* HE'S GOING TO TRY TO FIND THE REASON FOR SPIDER-MAN'S STRANGE BEHAVIOR!

TEEN-AGERS! WHO CAN FIGGER 'EM OUT?

MINUTES LATER, A BLAZING MESSAGE APPEARS IN THE SKY ABOVE THE CITY...

SPIDER-MAN MEET ME AT OUR LAST MEETING PLACE...

EDITOR'S NOTE: THE MEETING PLACE REFERRED TO BY THE TORCH WAS SHOWN IN *STRANGE TALES ANNUAL #2, 1963*

A MESSAGE! FROM THE *HUMAN TORCH!* BUT I CAN'T GO!... I DON'T DARE LEAVE AUNT MAY ALONE AGAIN!

LATER, ATOP THE STATUE OF LIBERTY...

THIS IS THE SPOT! SPIDEY *IS SURE* TO SEE MY FLAMING MESSAGE SOONER OR LATER!

ALL THROUGH THE NIGHT, THE HUMAN TORCH KEEPS HIS LONELY VIGIL, UNTIL DAWN BEGINS TO BREAK...

IF HE DIDN'T COME BY *NOW*, HE'S JUST NOT COMING!

BUT *WHY??* EVEN IF HE DIDN'T *SEE* MY MESSAGE, HE MUST HAVE *HEARD* ABOUT IT! IT WAS SURE TO BE MENTIONED IN THE PAPERS, OR ON RADIO AND T.V.!

WHY *DIDN'T* HE COME? HAS SOMETHING *REALLY* CHANGED HIM??

AND, AT SCHOOL, SPIDEY'S MOST DIE-HARD FAN IS HAVING A TOUGH TIME OF IT...

FLASH! I CAN'T *BELIEVE* IT! EVEN *YOU* CAN'T STILL BE A FAN OF SPIDER-MAN!

YOU'RE DARN *RIGHT* I STILL AM! I SAY HE'S GOT A *REASON* FOR THE WAY HE'S ACTING! HE'LL SURPRISE YOU *ALL* PRETTY SOON!

I'D NEVER HAVE *BELIEVED* IT! HE'S *STILL* A SPIDEY BOOSTER!

JUST YOU WAIT... *ALL* OF YOU! YOU'LL BE WHISTLIN' A DIFFERENT TUNE WHEN THE OL' WEB-SPINNER *PROVES* WHAT A GREAT GUY HE IS!

PETE, YOU'RE THE SMARTEST BOY IN SCHOOL! DO *YOU* BELIEVE FLASH MIGHT BE RIGHT??

YOU CAN NEVER *TELL*, LIZ.. HE *MIGHT* BE!

LATER THAT NIGHT...

LIZ! WHAT BRINGS YOU HERE?? WHAT'S WRONG??

OH, PETE! I'M SO WORRIED!! IT'S THAT FOOLISH FLASH! I'M AFRAID HE'LL BE HURT!!

IN ORDER TO PROVE SPIDER-MAN IS STILL A HERO, HE PLANS TO DRESS IN A SPIDER-MAN COSTUME AND WALK THROUGH THE STREETS! HE FEELS SPIDER-MAN WILL RESCUE HIM IF HE GETS INTO TROUBLE!

THAT NUT! SPIDER-MAN HAS ENEMIES ALL OVER THE PLACE!

IT'S MY FAULT! I KEPT TEASING HIM ABOUT SPIDER-MAN! I NEVER THOUGHT HE'D DO ANYTHING SO FOOL-HARDY!

MAYBE I CAN FIND HIM AND TALK HIM OUT OF IT! BUT I CAN'T LEAVE MY AUNT ALONE! WILL YOU STAY WITH HER, LIZ?

OF COURSE, PETEY!

AND SO...

I HOPE MY SPIDER SENSE CAN DETECT THAT WELL-MEANING KNUCKLEHEAD BEFORE ONE OF MY ARCH-FOES SEES HIM AND THINKS HE'S ME!

MEANTIME...

SO! THEY ALL THINK SPIDEY IS WASHED-UP, EH? I'LL PROVE HE'S AS BRAVE AS EVER!

I MIGHT EVEN BE ABLE TO PREVENT A CRIME SOMEWHERE, AND OL' SPIDEY'LL GET CREDIT FOR IT! WOULDN'T THAT BE SOMETHING?

AND SURE ENOUGH, A SHORT TIME LATER...

HEY, LOOK! IT'S SPIDER-MAN!

WHA..?? HOW'D HE FIND US??

CAR THIEVES! THEY THINK I'M THE REAL SPIDEY! THIS IS MY BIG CHANCE!

OKAY, TURN AROUND AND MARCH TO THE POLICE STATION IF YOU DON'T WANT ME TO DRAG YOU THERE!

IF I CAN PULL OFF THIS BLUFF, IT'LL BE THE GREATEST STUNT OF MY LIFE!

WHAT'LL WE DO, ROCKY? THE COPS'LL THROW THE BOOK AT US!

WE'RE THREE TO ONE! WHAT CAN WE LOSE? LET'S RUSH 'IM!

UH OH! I DIDN'T EXPECT *THIS!* NOW I'M IN FOR IT!

BUT SO *WHAT?!* THEY'VE NO SUPER POWERS! MAYBE I CAN *STILL* OUT-FIGHT THEM!

HEY! WHAT *GIVES?* HE *HIT* ME... AND I'M STILL *CONSCIOUS!!*

LOOK AT *THIS!* ONE ORDINARY PUNCH KNOCKED THE WIND OUT OF HIM!

NO *WONDER* SPIDER-MAN'S BEEN TURNIN' CHICKEN LATELY! HE MUSTA LOST ALL HIS *POWER* SOMEHOW!

WHAT A BREAK FOR *US!* WE'LL BE *FAMOUS* AS THE GUYS WHO BEAT SPIDER-MAN!

HEY, STOP! NO FAIR! ONE AT A TIME, FELLAS... *ONE AT A TIME!!*

I NEVER THOUGHT IT WOULD BE SO *EASY!* MAYBE WE OUGHTTA TACKLE *DAREDEVIL* NEXT!

THREE AGAINST ONE... BIG DEAL I'LL BET I COULD LICK *ANY* OF YOU SINGLE-HANDED!!

Y'KNOW SOMETHIN'?? YOU DON'T EVEN *SOUND* LIKE SPIDER-MAN! I WONDER IF...??

AWW, HE *MUST* BE THE REAL McCOY! NOBODY WOULD BE NUTTY ENOUGH TO *IMPERSONATE* A GUY LIKE HIM!

AND, AT THAT MOMENT...

I CAN *SENSE* HIM NOW... RIGHT AROUND THE CORNER! HAVING A FIGHT! LOSING! THE POOR GUY!

I'D BETTER NOT EVEN STOP TO CHANGE... EVERY SECOND MAY COUNT!

BUT, FOR ONCE THE YOUTHFUL WEB-SPINNER HAS A STROKE OF GOOD LUCK...

LOOK, IRV... A STREET FIGHT UP AHEAD!

THREE AGAINST ONE! HOW COWARDLY CAN THEY *BE!?* LET'S BREAK IT UP!

WELL, WELL! ROCKY ROBERTS AND HIS TWO LITTLE CAR-STEALING PARTNERS! WE'VE BEEN *LOOKING* FOR YOU BOYS!

SAY, IRV... LOOK WHO THEY WERE FIGHTING! IT'S *SPIDER-MAN!*..OR *IS* IT?? HE LOOKS KINDA *POOPED OUT* TO ME!

DID IT *WORK*?? DID SPIDEY COME AND SAVE ME?? WHAT HAPPENED?? WHERE ARE THE THREE CAR THIEVES??

IT'S *FLASH THOMPSON!* I'VE SEEN YOU PLAY ON THE SCHOOL FOOT-BALL TEAM!

I DON'T KNOW WHAT YOU'RE DOING IN THAT *MONKEY SUIT*, SON... BUT FROM NOW ON I'D ADVISE YOU TO LEAVE CRIME FIGHTING TO THE *LAW!*

I WANTED TO PROVE THAT THE *REAL* SPIDEY ISN'T A COWARD! I THOUGHT HE'D SHOW UP AND *HELP* ME!

YOU'RE A BRAVE KID, FLASH... BUT YOU'RE 'WAY OUT OF YOUR LEAGUE! COME ON, WE'LL DRIVE YOU HOME!

THAT WAS A CLOSE ONE! I JUST REALIZE WHAT A *CHANCE* I TOOK! IF ANY-ONE HAD *SEEN* ME RUNNING UP THAT WALL AS PETER PARKER, MY SECRET WOULD HAVE BEEN OUT!

THE NEXT DAY, AT SCHOOL...

I'D BETTER HAVE A *TALK* WITH FLASH! MAYBE I CAN CONVINCE HIM HOW *DANGEROUS* IT IS TO IMPERSONATE SPIDER-MAN!

SAY, FLASH! GOT A FEW MINUTES?

OH, IT'S *YOU*, HUH?? WELL, GO AHEAD, PUNY PARKER... *GLOAT!* TELL ME I MADE A FOOL OF MYSELF! TELL ME *YOU* THINK SPIDER-MAN IS A BIG ZERO, TOO! *YOU* WOULD!

HEY, COOL OFF! *THAT'S* NOT WHAT I WANTED TO SAY!

BOY! WHAT A *BEAUT* OF A SHINER!

STAY OUTTA MY WAY, PARKER! I DON'T NEED ANY SYMPATHY FROM A NOBODY LIKE *YOU*! I ALMOST BEAT THOSE THREE CROOKS SINGLE-HANDED! ...AND MAYBE I *WOULD* HAVE IF THE POLICE HADN'T SHOWN UP!

THAT'S NOT THE WAY *I* HEARD IT, CHUM!

WHAT A GUY! HE WON'T LET ME BE NICE TO HIM EVEN IF I TRY!

BETTER STAY AWAY FROM FLASH FOR A WHILE, PETEY! HE'S SENSITIVE ABOUT WHAT HAPPENED! HE'S EVEN MAD AT *ME*, BECAUSE I TOLD *YOU* ABOUT IT!

DON'T WORRY ABOUT *ME*, LIZ! STAYING AWAY FROM FLASH IS THE EASIEST THING I CAN DO! I'VE HAD A LOT OF *PRACTICE*!

THINGS ARE GETTING *WORSE*! AUNT MAY WILL NEED MORE MEDICINE BY TOMORROW AND I'M STILL *BROKE*! NOBODY BUT FLASH HAS ANY USE FOR SPIDER-MAN ANY MORE! AND TO TOP IT OFF, BETTY BRANT WON'T GIVE ME A TUMBLE! WHERE DO I GO FROM *HERE*?

ARE *YOU* THE WISE-GUY WHO SAID THAT EVEN PUNY PARKER COULD LICK SPIDER-MAN? *WELL*?? *ARE* YOU?

N-NO, FLASH! I NEVER SAID IT! *HONEST!*

POOR FLASH! HE HASN'T BEEN RIGHT ABOUT *ANYTHING* IN YEARS!! HOW I'D LIKE TO TELL HIM THAT... *HEY!*

THERE'S BETTY... WITH ANOTHER BOY!! LOOK HOW SHE'S HOLDING HIS ARM! AND HOW *HAPPY* THEY SEEM!!

DID YOU LIKE THE MOVIE, BETTY?

OH, YES! I JUST COULDN'T STOP LAUGHING!

IT'S STILL EARLY! HOW ABOUT A SODA BEFORE I TAKE YOU HOME?

THAT'S THE BEST OFFER I'VE HAD IN WEEKS, KIND SIR!

FACE IT, BOY! YOU'VE LOST HER! HOW DID THIS ALL *HAPPEN*? EVERYTHING SEEMS TO BE TUMBLING DOWN AROUND MY EARS!

ALL MY PROBLEMS... ALL MY TOUGH BREAKS.. ARE DUE TO BEING *SPIDER-MAN*!! IF I WERE JUST AN ORDINARY JOE, BETTY WOULD STILL BE MY GIRL, AND ALL THE OTHER WORRIES I'VE GOT WOULD JUST MELT AWAY!

FINALLY, THE UNHAPPY YOUTH REACHES HOME ...

YOU'RE LOOKING *BETTER*, AUNT MAY! HOW DO YOU *FEEL*?

I *FEEL* BETTER, DEAR! I THINK I MUST BE GETTING STRONGER!

MY MIND'S MADE UP! WHEN AUNT MAY RECOVERS, I'LL BE THE KIND OF GUY SHE WANTS ME TO BE! I'LL FORGET ABOUT THIS *SPIDER-MAN* JAZZ!

I'LL CONCENTRATE ON MY SCHOOL WORK... GET A GOOD JOB, PERHAPS IN A LAB SOMEWHERE ...AND SETTLE DOWN LIKE EVERYONE ELSE!

I SHOULD HAVE DONE THIS *LONG* AGO...BUT I WAS TOO *CONCEITED*!!

I *ENJOYED* BEING SPIDER-MAN! IT MADE ME FEEL LIKE SOMETHING *SPECIAL*! WHAT A LAUGH *THAT* TURNED OUT TO BE!

GOODBYE, SPIDEY!! I'VE A HUNCH *NOBODY'S* GONNA MISS YOU!

THE NEXT MORNING...

HER WHEEL CHAIR'S *EMPTY*!

AUNT MAY!! WHERE *ARE* YOU??

RIGHT *HERE*, PETER! I THOUGHT I'D TEST MY LEGS TODAY!

BUT YOU *SHOULDN'T*! THE DOCTOR SAID YOU WERE TO TAKE IT EASY ALL MONTH!

NONSENSE! I KNOW WHEN I'M FEELING BETTER! YOU DON'T WANT TO MAKE AN INVALID OF ME, DO YOU ??

OF *COURSE* NOT! BUT...!

NO BUTS ABOUT IT! NOW YOU LISTEN TO *ME*, PETER PARKER...!!

SURE, AUNT MAY! WHAT *IS* IT?

EVEN THOUGH I'M AN OLD WOMAN, I'M NOT A *QUITTER!* A PERSON NEEDS *GUMPTION*...THE WILL TO LIVE...TO FIGHT...

YOU MUSTN'T WORRY ABOUT ME SO MUCH, PETER DEAR! WE PARKERS ARE TOUGHER THAN PEOPLE THINK!

I *HEARD* THAT, YOUNG LADY, AND I COULDN'T AGREE *MORE!* YOU CERTAINLY SOUND *CHIPPER* TODAY!

I'M *FEELING* MUCH BETTER, DOCTOR! I FEEL LIKE A SPRY YOUNG SIXTY YEAR OLD!!

AND I'VE GOOD NEWS FOR YOU! YOU WON'T HAVE TO TAKE ANY MORE *MEDICINE* FROM NOW ON!

THAT'S *WONDERFUL!* WE JUST USED UP THE *LAST* OF IT!!

THEN, AFTER THE DOCTOR HAS EXAMINED PETER'S AUNT AGAIN...

IS SHE *REALLY* GETTING BETTER, DOC ?? LET ME HAVE IT *STRAIGHT!*

SHE CERTAINLY *IS*, PETER! SHE'S DOING *FINE* FOR A A WOMAN HER AGE! YOUR AUNT HAS A LOT OF *SPIRIT*, SON...YOU SHOULD BE VERY PROUD OF HER!

AND SO...

YOU NEEDN'T STAY WITH ME TONIGHT, PETER! I'LL BE ALL RIGHT ALONE! I WANT TO GET USED TO LOOKING AFTER MYSELF AGAIN!

GEE, I'M SURE GLAD TO HEAR YOU SOUNDING SO CHIPPER AT LAST, AUNT MAY!

THEN, RETURNING TO HIS ROOM WITH A LIGHTER HEART THAN HE'S HAD IN DAYS, PETER SEES...

ANOTHER STORY ABOUT SPIDER-MAN IN J.JONAH JAMESON'S SCANDAL SHEET!! NOW HE'S CALLING ME THE BIGGEST PHONY SINCE THE CARDIFF GIANT!

Daily Bugle

WELL, MAYBE HE'S *RIGHT!* MAYBE IT TOOK *AUNT MAY* TO TEACH ME SOMETHING I SHOULD HAVE KNOWN! ONLY A *WEAKLING* QUITS WHEN THE GOING GETS TOUGH!

SURE I'VE HAD MY SHARE OF BAD BREAKS! WHO *HASN'T* ?? BUT I'VE BEEN WASTING TOO MUCH TIME IN SELF-PITY!! WELL, I'M *DONE* WITH THAT FROM NOW ON!!

NOW THERE'S NOTHING TO *STOP* ME FROM BEING *SPIDER-MAN* AGAIN!! AUNT MAY HAS ENOUGH GUMPTION FOR *BOTH* OF US! I WON'T HAVE TO WORRY ABOUT *HER* ANY MORE!!

AS FOR J. JONAH JAMESON, BEFORE I'M THROUGH, HE'LL BE *EATING* HIS WORDS ABOUT ME!!

RIP!

FATE GAVE ME SOME TERRIFIC SUPER-POWERS, AND I REALIZE NOW THAT IT'S MY DUTY TO *USE* THEM... WITHOUT DOUBT... WITHOUT HESITATION ...!!

---AND THAT MEANS *SPIDER-MAN* IS GOING INTO ACTION AGAIN! I'LL FIGHT AS I'VE NEVER FOUGHT BEFORE!! *NOTHING* WILL STOP ME NOW! FOR I KNOW AT LAST THAT A MAN *CAN'T* CHANGE HIS DESTINY... AND I WAS *BORN* TO BE ... *SPIDER-MAN*!!!

WE *TOLD* YOU THIS TALE WOULD BE *DIFFERENT*, DIDN'T WE?? SO FAR AS WE KNOW, IT'S THE FIRST TIME IN HISTORY THAT AN ADVENTURE HERO HAD NO ACTUAL FIGHT WITH ANY FOE!

BUT...NOW THE RESPITE IS *OVER*! *NEXT* ISH WILL FEATURE SPIDER-MAN FIGHTING AS ONLY *HE* CAN! SO, GET THOSE WEBS UNTANGLED, AND BE WITH US WHEN SPIDEY SHOWS THE WHOLE WIDE WORLD WHAT HE'S *REALLY* MADE OF!!

THE END -FOR NOW

MARVEL COMICS GROUP 12¢

the AMAZING SPIDER-MAN

IND..

APPROVED BY THE COMICS CODE AUTHORITY

19 DEC.

AN ADVENTURE EPIC OF MOST COMPELLING EXCELLENCE...

"SPIDEY STRIKES BACK!"

BRIMMING WITH SUCH GREAT GUEST STARS AS... the HUMAN TORCH! the SANDMAN! the EVIL ENFORCERS!

SPIDER-MAN

"SPIDEY STRIKES BACK!"

FEATURING: Guest Stars! Super-Villains! Super-Thrills!

ONE OF THE MOST EAGERLY-AWAITED ACTION DRAMAS OF ALL TIME!!

DUE TO HIS AUNT'S SERIOUS ILLNESS LAST MONTH, PETER PARKER SPENT ALL HIS TIME AT HOME, LOOKING AFTER HER! THAT MEANT, OF COURSE, THAT ***SPIDER-MAN*** WAS OUT OF ACTION, TOO!

PEOPLE BEGAN TO THINK THAT SPIDEY HAD TURNED COWARD---AND HE WAS POWERLESS TO CHANGE THAT MISTAKEN IDEA! BUT NOW, HIS AUNT IS NO LONGER DANGEROUSLY ILL, AND SO... ***WATCH OUT!***

WRITTEN BY: SPIDEY'S GODFATHER, *STAN LEE*

ILLUSTRATED BY: SPIDEY'S BIG DADDY, *STEVE DITKO*

LETTERED BY: *S. ROSEN* (SPIDEY'S SECOND COUSIN ON HIS UNCLE'S SIDE!)

ARE YOU COMFORTABLE? ARE YOU RELAXED? DO YOU HAVE TIME TO READ THIS WHOLE STORY THROUGH WITHOUT INTERRUPTION?! PLEASE DON'T START UNLESS YOUR ANSWER TO ALL THESE QUESTIONS IS *YES!* BECAUSE, THE ACTION STARTS RIGHT NOW... AND IT DOESN'T STOP TILL THE LAST PAGE! READY? OKAY... HERE COMES THE THRILLER OF A LIFETIME!

GOSH! IT LOOKS LIKE THOSE HOODS JUST ROBBED THE MIDTOWN BANK!

THE JOB WENT CLEAN AS A WHISTLE!

ONCE WE REACH THE GETAWAY CAR WE'LL BE IN THE CLEAR!

"SPIDER-MAN WASHED-UP!" READ The DAILY BUGLE! EDITORIAL ON THE SPIDER-MAN MYTH By: J. JONAH JAMESON.

BUT, SUDDENLY... AN AWESOME LIGHT BEAM SHINES THROUGH THE DARKNESS, REVEALING...

THE SPIDER SIGNAL!

AND, FROM ABOVE, A LEAN, HARD-MUSCLED, INCREDIBLY NIMBLE FIGURE HURTLES DOWNWARD TOWARDS THE STARTLED CROOKS!

IT... IT'S *SPIDER-MAN!*

BUT WE THOUGHT HE WAS OUT OF ACTION!

JAMESON'S NEWSPAPER HAS BEEN SAYING HE'S A *PHONY*.. A COWARD!

YOU *BELIEVE* IT, BOYS! BUT, JUST IMAGINE WHAT I COULD DO IF I *WASN'T* A PHONY COWARD!

QUICK! RUSH 'IM!

NO NEED TO RUSH, FELLAS! I'M NOT *GOIN'* ANYWHERE!

YES SIREE! THIS IS JUST WHAT THE DOCTOR ORDERED!

IN FACT, THIS IS THE MOST FUN A LITTLE SPIDER-MAN CAN *HAVE* WITHOUT LAUGHING!

DON'T *CROWD* NOW! YOU'LL ALL GET YOUR TURN... I PROMISE!

SAY! I SEEM TO BE RUNNING OUT OF SPARRING PARTNERS!

HMM... I GUESS YOU'RE THE *LAST* OF 'EM! HOLD STILL, CUTIE... THIS'LL ONLY TAKE A SECOND!

DID YOU SEE *THAT*?? SPIDER-MAN PULVERIZED THAT GANG BEFORE THEY KNEW WHAT WAS *HAPPENING*!

LUCKY NO ONE NOTICED THAT I WAS KEEPIN' CHICKEE BACK HERE! I'VE GOTTA WARN THE BOSS RIGHT AWAY!

HERE COME THE POLICE! *I* WON'T BE NEEDED ANY MORE! I'VE GOT *OTHER* THINGS TO ATTEND TO NOW!

IF ANYONE ASKS WHAT *HAPPENED* TO YOU GUYS, BE SURE TO SPELL MY *NAME* RIGHT! THERE'S A *HYPHEN* IN IT, REMEMBER!

THANKS FOR THE WORK-OUT! IT WAS A REAL *FUN* THING!

A SHORT TIME LATER, IN A LECTURE HALL, NOT FAR AWAY...

AND NOW FOR OUR FAMOUS GUEST SPEAKER, MR. J. JONAH JAMESON, PUBLISHER OF THE DAILY BUGLE!

HIS SUBJECT TODAY WILL BE: "HOW I PROVED THAT SPIDER-MAN IS A COWARDLY FRAUD!"

J.J.! I HEARD SOME DISTURBING NEWS!

AHHH, WHAT A *HAPPY* MOMENT!

NOT NOW, WORMLY! DON'T SPOIL MY MOMENT OF TRIUMPH!

BUT, SIR... IT'S SOMETHING YOU SHOULD *KNOW*!

TELL ME LATER.. *AFTER* I DESTROY SPIDER-MAN'S IMAGE!

BUT IT CAN'T WAIT! IT'S *ABOUT* SPIDER-MAN!

IT *IS*??

THE WHOLE *TOWN'S* TALKING ABOUT IT! THERE WAS A GANG OF BANK ROBBERS, AND THEN SPIDER-MAN APPEARED, AND SINGLE-HANDED HE BZZZ BZZZ BZZZ...

MR. JAMESON... *WAIT*! IT'S TIME FOR YOU TO EXPOSE SPIDER-MAN! MR. JAMESON...!

WHERE'S HE *GOING*, MR. WORMLY? WHAT'S WRONG?

HE DOESN'T *FEEL* VERY WELL!

MOMENTS LATER, A WEARY, FLAMING, FLYING FIGURE SEES AN UNUSUAL SIGHT...

IF I DIDN'T KNOW BETTER, I'D SWEAR THAT WAS J. JONAH JAMESON HITTING A BRICK WALL!

IT CAN'T BE TRUE! IT *CAN'T*! NOT *AGAIN*! I CAN'T BE WRONG *AGAIN*!

WELL, I'VE NO TIME TO WORRY ABOUT *HIM* NOW! I'VE GOT TO REACH HOME BEFORE MY FLAME DIES OUT! THAT LAST FIGHT I HAD ALL BUT EXHAUSTED ME!/*

*SEE *STRANGE TALES #127*...STAN

BUT, AS THE HUMAN TORCH GLIDES TO A LANDING NEAR HIS HOME, AN ASBESTOS COVERED *LASSO* SNAKES OUT, AND...

GOT 'IM!

WHA...? A *LASSO*!

GOOD THROW, MONTANA! BUT NOW, LET THE *OX* DRAG 'IM IN!

IF HE'S BEEN FLYIN' A LONG DISTANCE, HE'LL BE TOO PLUMB TUCKERED OUT TO DO MUCH WITH THAT THAR *FLAME* OF HIS'N!

THE *OX*! *MONTANA*! YOU'RE TWO OF...THE *ENFORCERS*!

NOW AIN'T *YOU* A BRIGHT LI'L SHAVER, TORCH! WE... *OX*! *LOOK OUT*!

TIRED OR *NOT*, I CAN *STILL* TOSS OFF A *FIREBALL* OR TWO!

FANCY DAN! GIT *OVER* HERE... *HURRY*!

ANSWERING THE OX'S CALL, THE *THIRD* MEMBER OF THE EVIL *ENFORCERS* RUSHES UP, CARRYING A CYLINDER FILLED WITH CHEMICAL FOAM...

YOU DIDN'T EXPECT US TO BE *UNPREPARED* FOR YOUR LITTLE TRICKS, DID YA? *THIS'LL* PUT YOUR BLASTED FLAME OUT!

OKAY, SANDMAN... HE'S ALL *YOURS*!

GOOD! THE FOAM MAKES IT IMPOSSIBLE FOR HIM TO *FLY*... AND NOW *I* CAN DO THE REST!

THERE! BY COVERING HIM WITH THE SANDY COMPOSITION OF MY OWN BODY, I CAN EXTINGUISH HIS REMAINING FLAME!

AND, WITHOUT HIS FIERY POWER, HE'S JUST ANOTHER PUNY TEEN-AGER THAT WE CAN HANDLE WITH EASE!

GOOD WORK, SANDMAN! I'LL TAKE CARE OF 'IM NOW!

HE'S ONLY THE FIRST, OX! BEFORE WE'RE THROUGH, WE'LL FINISH OFF EVERY ACCURSED CRIME-FIGHTER IN THIS AREA!

HEY, BOSS! I GOT BIG NEWS FOR YA!

IT'S SPIDER-MAN! HE'S BACK IN ACTION AGAIN! HE JUST COLLARED ROCK GIMPY'S WHOLE GANG!

QUIET, YOU FOOL! I DON'T WANT THE ENFORCERS TO HEAR! THEY ONLY JOINED FORCES WITH ME BECAUSE THEY FIGURED THEY WOULDN'T HAVE TO WORRY ABOUT SPIDER-MAN!

WHAT'S THAT?? WHAT'D Y'ALL SAY ABOUT SPIDER-MAN??

LATER, AT THEIR HIDEOUT...

THE CAT'S OUT OF THE BAG NOW! MIGHT AS WELL TELL 'EM!

I HEARD THAT HE'S BACK IN ACTION AGAIN! HE BUSTED UP SOME BANK ROBBERY GANG!

BUT WE DON'T HAVE TO WORRY ABOUT THAT! IF HE CROSSES OUR PATH, I'LL HANDLE HIM LIKE I DID BEFORE!

ANYWAY, IT'S TOO LATE FOR US TO BACK OUT NOW!

EVEN IF SPIDER-MAN IS ON THE LOOSE AGAIN, THE FOUR OF US OUGHTTA BE ABLE TO BEAT 'IM EASY!

SURE! WE'VE GOT NOTHIN' TO WORRY ABOUT!

LOOK HOW EASY WE CAUGHT THE TORCH! HE'S HELPLESS IN THAT GLASS CAGE NOW, WITH ONLY ENOUGH AIR TO SURVIVE FOR A WHILE!

OUR NEXT TASK IS TO LEARN MORE ABOUT SPIDER-MAN!

BUT, EVEN AS THE ENFORCERS SPEAK, LITTLE DO THEY DREAM THAT THE ONE THEY'RE TALKING ABOUT IS SWINGING SWIFTLY THROUGH THE AIR, OVER THE ROOFTOPS OF THE CITY, ALMOST WITHIN SIGHT OF THE FEARSOME FOURSOME!

NOT A BAD NIGHT'S WORK! I SURE WISH I COULD HAVE SEEN J.J. JAMESON'S FACE WHEN HE HEARD THE NEWS! I'LL BET HE HIT THE CEILING!

WELL, I'D BETTER BE GETTING HOME NOW BEFORE AUNT MAY STARTS MISSING ME!

I'M IN LUCK! SHE'S STILL SOUND ASLEEP! BOY, IT SURE IS A LOAD OFF MY MIND TO KNOW THAT SHE ISN'T DANGEROUSLY *ILL* ANY MORE!

WELL, *I'D* BETTER HIT THE SACK, TOO! TOMORROW'S GONNA BE A BIG DAY FOR ME, AND I WANNA BE IN TOP CONDITION!

CAN'T HAVE SPIDER-MAN FALLING *ASLEEP* DURING A FIGHT!

THEN, EARLY THE NEXT MORNING...

OH, EXCUSE ME! I MUST BE IN THE WRONG PLACE! WHAT'S A PRETTY YOUNG GIRL DOING HERE IN MY AUNT MAY'S KITCHEN?

PETER PARKER! GO 'LONG WITH YOU NOW! YOU *KNOW* WHO I AM!

ALTHOUGH I MUST ADMIT I *DO* FEEL SO MUCH BETTER LATELY, DEAR! MOSTLY BECAUSE YOU AND MRS. WATSON TOOK SUCH GOOD CARE OF ME WHILE I WAS ILL!

NATURALLY! I COULDN'T TAKE A CHANCE OF EVER HAVING TO EAT SOME-ONE *ELSE'S* PANCAKES!

IT DOES MY HEART GOOD TO SEE YOU IN SUCH A CHEERFUL MOOD, DEAR! I'VE BEEN A BIT *WORRIED* ABOUT YOU LATELY!

WELL, YOU JUST FORGET ALL ABOUT IT, AUNT MAY! THERE'S NO NEED TO WORRY ABOUT *ME* NOW! I PROMISE YOU THAT!

LATER, REACHING HIS HIGH SCHOOL BEFORE CLASS, PETER FINDS...

HOW *ABOUT* THAT?! NOW THAT SPIDER-MAN IS BACK IN ACTION, FLASH IS *POPULAR* AGAIN!

I WAS *RIGHT* ABOUT SPIDEY ALL THE TIME! I *TOLD* YOU HE'S THE GREATEST!

YOU SURE *DID*, FLASH!

WILL YOU BE STARTING YOUR SPIDEY FAN CLUB AGAIN?

SURE! I NEVER GAVE IT UP!

WELL, LIZ, I GUESS YOU'LL BE SINGIN' A DIFFERENT TUNE NOW, HUH? OL' SPIDEY'S BACK AGAIN, EVEN GREATER THAN EVER!

CONGRATULATIONS, MR. FLASH THOMPSON! BUT, UNLESS MY MEMORY FAILS ME, I THOUGHT YOU WERE *MAD* AT ME!*

* SEE SPIDER-MAN #18...STAN

AWW, THAT'S OKAY, LIZ! I'M NOT MAD AT YOU ANY MORE! I FEEL TOO GOOD TO BE MAD AT *ANYONE!*

WELL, *I* DON'T FEEL THAT GOOD, SO *I'M* MAD AT *YOU!*

YOU ARE? BUT *WHY?* WHAT DID *I DO??*

YOU HAD THE UN-MITIGATED NERVE TO BE MAD AT *ME!* THAT'S WHAT! GOOD *DAY* TO YOU, MR. THOMPSON!

I'M NOT GONNA SAY THAT FEMALE IS *NUTS*, BUT IF I WASN'T SO BATTY ABOUT HER, I'D HAVE MY DOUBTS!

DON'T LET IT GET YOU, FLASH! YOU CAN'T WIN 'EM ALL!

LOOK, PUNY PARKER... *YOU* BUTT OUT OF MY AFFAIRS, SEE? WHO DO YOU THINK YOU *ARE*, SNEAKIN' AROUND AND LISTENIN' IN ON PEOPLE'S CONVERSATIONS??!

WITH THAT FOG-HORN *VOICE* OF YOURS, I COULD HEAR YOU IN THE NEXT *TOWN!*

OH, YEAH? WELL, I'VE GOT A GOOD MIND TO LET YOU CHEW ON A SET OF KNUCKLES, YOU BOOKWORM PANTYWAIST!

I KNOW, I KNOW! I HEARD THE WHOLE ROUTINE BEFORE! I COULD RECITE IT BY HEART!

IT *BURNS* ME UP THAT SPIDER-MAN'S BIGGEST FAN HAS TO BE A WEAK-WITTED, MUSCLE-BOUND LAMEBRAIN LIKE *HIM!*

I WONDER WHAT HE'D *DO* IF HE EVER FOUND OUT WHO SPIDEY REALLY *IS??*

BUT THEN, AFTER SCHOOL HAS ENDED...

AT LAST! NOW I CAN BECOME *SPIDER-MAN* AGAIN AND...

SAY! WHY DID THAT MAN WHO PASSED BY MAKE MY SPIDER-SENSE TINGLE??

OF *COURSE!* I RECOGNIZE HIM! IT'S *FANCY DAN*, ONE OF THE *ENFORCERS!*

IF HE'S PARADIN' AROUND TOWN THAT WAY, HE MUST BE UP TO NO GOOD!

MINUTES LATER, AFTER A LIGHTNING CHANGE IN A DARK ALLEY...

WELL, DANIEL, MY LAD, OL' SPIDEY WILL JUST SEE WHERE YOU'RE HEADED FOR!

IF I STAY ON HIS TRAIL, HE MAY LEAD ME RIGHT TO THE *OTHER* ENFORCERS!

UH OH! I HEAR DOORS OPENING BEHIND ME... IT DOESN'T SOUND *GOOD!*

HEY, FANCY DAN... LOOK OUT BEHIND YOU... ON THE *CEILING!*

HUH?

IT'S *SPIDER-MAN!*

WELL, IF I WANTED *ACTION*, I SURE *FOUND* IT! I'VE STUMBLED INTO A WHOLE *NEST* OF CRIMINALS!

THIS IS OUR *BIG CHANCE!*

HE WON'T GET AWAY FROM US *THIS* TIME, HEAR?!

FIRST THING TO DO IS KNOCK 'IM OFF THE CEILING! *YOU'LL* DO FINE FOR A BATTERING RAM, FANCY DAN!

GOOD WORK, OX! WE CAUGHT HIM BY *SURPRISE!*

GET 'IM! DON'T GIVE HIM TIME TO RECOVER!

THIS'LL BE A *PLEASURE!*

SORRY, BOYS! WHATEVER FALLS DOWN CAN ALWAYS BOUNCE *UP* AGAIN... IF IT HAPPENS TO HAVE SPIDER SKILL!

AND WHATEVER BOUNCES UP CAN ALWAYS BE CORRALLED BY MONTANA'S *LASSO!*

AH'LL *HOLD* 'IM WHILE YA'LL GET SOME SPARRIN' PRACTICE, OX!

ONE PUNCH OUGHTTA DO... *HEY!* HOW'D HE ROLL *AWAY* SO EASY?!

I ATE MY WHEATIES THIS MORNING.. WHAT *ELSE?!*

BOY! IT SURE FEELS GREAT TO BE BACK FOR FUN AND GAMES AGAIN!

JUST *WAIT!* WE'LL KNOCK SOME OF THAT CONFIDENCE OUT OF YA!

WHY *WAIT,* BIG MOUTH! IF YOU'RE GONNA *DO* IT, THIS IS AS GOOD A TIME AS ANY!

C'MON, YOU GUYS! GIVE ME A *HAND* WITH 'IM!

A *HAND??* EVEN AN ELBOW AND A COUPLE OF *SHOULDERS* WOULDN'T HELP! *HEY!* LOOK *OUT!*

HAH! I THOUGHT *THAT* WOULD RATTLE YA A LITTLE!

YOU WERE *RIGHT,* MEATHEAD! IT RATTLED ME... BUT *JUST* A LITTLE!

HE DONE CRACKED UP! NAOW HE'S SINGIN' SONGS! *UNGHH!*

ALL HAIL THE SPIDER! A HARDY BREED IS HE! TRA LA LA!

HEY! AMSCRAY, YOU GUYS! THE *POLICE* ARE COMIN'!

WHAT'S GOING *ON* UP THERE?

EH, JUST A FRIENDLY LITTLE PARTY, OFFICER!

WHERE ARE ALL YOU PARTY POOPS RUNNING TO ?? I WAS JUST BEGINNING TO *ENJOY* MYSELF!

DARN! THE *ENFORCERS* SLIPPED AWAY IN THE CONFUSION!

WELL, I'VE GOT A HUNCH IT WON'T BE LONG BEFORE WE MEET *AGAIN*... AND NEXT TIME IT'LL BE FOR *REAL!*

A SHORT TIME LATER, AT THE NEWSPAPER OFFICE OF J. JONAH JAMESON...

THERE'S BETTY BRANT! I HOPE SHE'S DECIDED TO BE FRIENDLY WITH ME AGAIN!

HI, BETTY! LONG TIME NO SEE!

OH! SHE'S WITH ANOTHER FELLA!!

HELLO, PETER! I... I'M GLAD TO SEE YOU!

I'D LIKE YOU TO MEET A FRIEND OF MINE!

THIS IS NED LEEDS! HE'S A REPORTER FOR THE DAILY BUGLE! NED, THIS IS PETER PARKER, THE BOY I *TOLD* YOU ABOUT!

PLEASED TO MEET YOU, LEEDS!

SAME HERE, PARKER!

WELL, I'VE GOT TO GET BACK TO THE CITY DESK NOW! GLAD TO HAVE MET YOU!

SO LONG, NED!

SEE YOU AROUND!

PETER, I... I DON'T KNOW HOW TO EXPLAIN! I'VE BEEN SEEING QUITE A BIT OF NED...

NOTHING TO EXPLAIN, BETTY! HE SEEMS TO BE A NICE GUY! WHY *SHOULDN'T* YOU SEE HIM?

YOU'RE ALWAYS SO UNDERSTANDING, PETER! AND I FEEL I'VE TREATED YOU SO...

FORGET IT, BETTY... EXCUSE ME... HERE COMES MR. JAMESON!

HE SEEMS SO *CHANGED* ALL OF A SUDDEN! HE SEEMS TO HAVE NEW CONFIDENCE IN HIMSELF! I WONDER... CAN *HE* HAVE FOUND SOMEONE ELSE??

MEANWHILE...

MR. JAMESON, I WONDER IF YOU'D MIND...?

SHUDDUP! GO AWAY! OF *COURSE* I MIND!

I'VE GOT THE NEW GALLEYS FOR YOU TO OKAY!

DON'T WASTE MY TIME WITH THAT JUNK! CAN'T ANYONE THINK FOR *HIMSELF* HERE?? AM I SURROUNDED BY INCOMPETENTS!?!

LOOKS LIKE STONE FACE IS BACK TO *NORMAL* AGAIN, HUH?

YEP! I KNEW HIS GOOD MOOD COULDN'T LAST!

MR. JAMESON...?

PARKER! WHAT IS IT, YOU PEST? HAVE YOU ANY NEW PHOTOS FOR ME??

WELL, NO SIR, BUT...

I'VE NO TIME FOR BUTS!!

STAY OUT OF MY WAY UNLESS YOU HAVE SOME PHOTOS FOR ME! I HAVEN'T TIME TO WASTE ON EVERY TEEN-AGE NOBODY WHO COMES ALONG!

WHEW!

SLAM!

I JUST WANTED TO TELL HIM THAT I'D SEEN THE ENFORCERS, AND ASK IF HE WAS INTERESTED IN PIX OF THEM !!

OH, WELL...I'LL TRY TO GET SOME PHOTOS OF THEM ANYWAY!

MEANWHILE, BACK AT THE SAND-MAN'S HIDEOUT, A CONFERENCE IS TAKING PLACE...

SPIDER-MAN HAS INTERFERED WITH US FOR THE LAST TIME! HE MUST BE STOPPED... PERMANENTLY!

WE'LL BUY THAT, MISTER!

BUT HOW ARE WE'ALL GONNA CATCH HOLD OF SPIDAH-MAN?

IT'LL BE A, CINCH, MONTANA! DON'T FORGET OUR ACE IN THE HOLE...!

WE'VE GOT THE PERFECT BAIT FOR OUR TRAP... HIS BRATTY PAL... THE HUMAN TORCH!

YOU'RE A FOOL, SAND-MAN! SPIDER-MAN IS NO PAL OF MINE!

NO? WELL, WE'LL SEE ABOUT THAT!

IF ONLY I HAD MORE AIR!--- ENOUGH TO LET ME FLAME ON...!

I'VE TRIED EVERYTHING! IF I COULD EVEN GET ENOUGH FLAME ON ONE FINGER TO BURN THROUGH THIS GLASS..!

IT'S NO USE... I'M TOO WEAK... BLACKING OUT...!

THEY'VE FIGURED IT OUT TOO PERFECTLY! JUST ENOUGH AIR FOR ME TO BREATHE! IF I USE ANY UP TO FLAME ON...I... I'LL SUFFOCATE...!!

AND NOW, HOLD ON TO YOUR HATS, FRIENDS...HERE COMES SOME OF THAT HIGH-TENSION *ACTION* WE PROMISED YOU...!!

BEFORE I GO AFTER THE ENFORCERS, I'LL PAY ANOTHER LITTLE VISIT TO JOLLY JONAH ... BUT *THIS* TIME AS *SPIDER-MAN*.!!

HI, SMILEY! DID YOU KNOW I WAS *BACK*??

BLAST YOU, YOU MISERABLE COSTUMED FREAK! I'LL GET YOU IF IT'S THE LAST THING I DO! I'LL DRIVE YOU OUT OF TOWN! I'LL FIND *SOME* WAY TO BEAT YOU!

SURE YOU WILL, SWEETIE! BUT FORGIVE ME IF I DON'T HOLD MY BREATH WHILE I'M WAITING!

I'LL *GET* YOU, DO YOU HEAR?? *I'LL GET YOU!!*

SOMETIMES I SUSPECT THAT MAN JUST DOESN'T *LIKE* ME!

WELL, I'D BETTER GET DOWN TO *BUSINESS* NOW! FIRST, I'VE GOT TO FIND THE ENFORCERS...

AND OL' SPIDEY KNOWS JUST THE WAY TO *DO* THAT LITTLE THING...!

AFTER A HALF HOUR OF PATIENT, SILENT WAITING ---

AH! HERE COMES MY LITTLE PIGEON *NOW!*

WHULP..!!

S-SPIDER-MAN! WHA... WHAT DO YOU WANT FROM *ME*??

JUST A LITTLE *INFORMATION*, LOUIE! THE KIND A STOOLIE LIKE YOU IS *SURE* TO HAVE!

I KNOW THAT SANDMAN AND THE ENFORCERS ARE BACK IN TOWN! WHERE ARE THEY HOLED UP? *TALK*, YOU WEASEL!

S-SURE! I'LL TELL YA! IT'S NO SECRET! ALL THE MOB KNOWS ABOUT 'EM!

THEY'RE IN THE OLD WAREHOUSE ACROSS FROM CLANCY'S GYM! AND THEY GOT THE *TORCH* PRISONER, TOO!

THE *TORCH*? HMM..IMAGINE THAT!

HE'S *AFTER* 'EM! I GOTTA GET TO A PHONE AND WARN SANDMAN *FAST*!!

LOUIE TALKED TOO FAST... TOO EASY! I SMELL A RAT!

THEY PROBABLY *WANT* ME TO FIND THEM... THEY'RE *WAITING* FOR ME! IT'S A *TRAP*!

AND, SPIDEY'S HUNCH PROVES TO BE A HUNDRED PERCENT *CORRECT*...!

HE'S ON HIS WAY NOW! I DON'T WANT ANY *SLIP-UPS*, SEE?

DON'T WORRY, SANDMAN! WE'RE NOT EXACTLY *AMATEURS* AT THIS SORT OF THING, YOU KNOW!

LATER, OUTSIDE THE BUILDING...

HERE'S THE PLACE! UH-OH... EVEN IF I DIDN'T *SUSPECT* A TRAP, MY SPIDER-SENSE IS TINGLING A BLUE STREAK!

NO *WONDER*! THEY HAVE LOOK-OUTS ALL *OVER* THE PLACE!

BUT I'VE *STILL* GOT TO MAKE SURE THE *TORCH* IS OKAY!

A SENTRY HAS ABOUT AS MUCH CHANCE OF SPOTTING *ME* AS HE'D HAVE OF SPOTTING A RUNAWAY *AMOEBA!*

THIS IS ALMOST *TOO* EASY! IF I WANTED TO BE *SPORTING* ABOUT IT, I'D *SNEEZE* OR SOMETHING!

THIS "LOOK OUT" JAZZ IS A WASTE OF TIME! THAT WEB-HEAD WOULD NEVER DARE COME *HERE!*

NOW *THERE'S* A PROFOUND OBSERVATION!

LOUIE WAS *RIGHT!* THEY *DO* HAVE THE TORCH! I'M *FLATTERED* THAT THEY'D GO TO ALL THAT TROUBLE FOR *ME!*

BEFORE I WOW 'EM IN THE GALLERY, I'LL SET UP MY TRUSTY LITTLE AUTOMATIC CAMERA...

AND NOW...

...IT SHOULD BE A *BREEZE* TO SMASH THAT TANK WITH MY SPIDER STRENGTH!

WHA...? THE *SAND-MAN!!*

YOU DIDN'T THINK I'D LEAVE THE TORCH *UNGUARDED,* DID YOU??

YOU'RE A TRICKY OLD GEEZER, SANDY... BUT I CAN STILL FLIP *THROUGH* YOU BEFORE YOU CAN HARDEN YOUR BODY!

A FAT LOT OF *GOOD* IT'LL DO YOU!! *GET 'IM,* BOYS!!

SPIDER-MAN... LOOK OUT!

IT'S TOO *LATE* TO WARN HIM, BRAT!! ALL THREE OF THE ENFORCERS WERE WAITING TO ATTACK HIM AT ONCE!!

GOOD SHOT, OX! TIGHTEN THAT LASSO, MONTANA! LET'S FINISH HIM OFF *FAST!*

BUT, BEFORE MONTANA CAN SECURE THE LARIAT AROUND HIS ELUSIVE FOE ...

YOU'VE GOT TO BE FASTER THAN *THAT*, BOYS! YOU'RE IN THE *BIG LEAGUE*, NOW!

JUST BECAUSE THE OX KNOCKED ME OFF-BALANCE WITH ONE LUCKY PUNCH DOESN'T MEAN IT'S TIME TO PLAY HEARTS AND FLOWERS FOR ME!

I HOPE I'M MAKING MYSELF *CLEAR*, GENTS!!

HAH! YOU DIDN'T *EXPECT* ME TO SLITHER UNDER YOU IN MY SANDY FORM AND THEN SUDDENLY COME UP BEHIND YOU WITH A PILE DRIVER PUNCH, DID YOU??

UHH! NOW THAT YOU MENTION IT... *NO!*

BUT *YOU* DIDN'T THINK ONE PUNCH COULD ROCK ME, DID YOU?

WHILE YOU'RE CONSIDERING YOUR ANSWER, HERE'S A LITTLE *WEB SPRAY* TO KEEP YOU OCCUPIED!

SORRY, CHUM...NO FREE RIDES TODAY! ALL OFF!!

WHAT'S THE *MATTAH* WITH Y'ALL? CAIN'T YOU HOLD ONE LI'L OL' FELLA? HEAH... I'LL HAWG-TIE 'IM AGAIN FOR YOU!

MONTANA, IN CASE NOBODY EVER TOLD YOU, THERE'S A BIG DIFFERENCE BETWEEN *TOSSIN'* A LASSO OVER SOMEONE, AND MAKING IT *STICK!* MAYBE YOU OUGHTTA TRY USING A *NET* FOR A WHILE!

NOW'S OUR CHANCE! *GET* 'IM!!

IT'S YOUR CHANCE, ALL RIGHT...YOUR CHANCE TO SERVE AS A GENUINE SPIDEY PUNCHING BAG!

SO, THANKS A HEAP!

KEEP *AFTER* HIM, OX! HE CAN'T MAINTAIN THAT PACE *FOREVER!* GET HIM *NOW*, WHILE I HAVE HIM OFF-BALANCE!

I SURE AIM TO *DO* THAT LITTLE THING!

BLAST HIM!! HE WON'T STAY STILL LONG ENOUGH FOR ME TO REALLY *CONNECT!*

I'M SORRY TO BE SO UN-COOPERATIVE, OX! I HOPE I'M NOT CAUSING YOU ANY MENTAL TRAUMAS!

HERE HE *COMES!* LET 'IM *HAVE* IT!

DON'T *KID* YOURSELVES! YOU GUYS HAVE NOTHING TO *GIVE!*

AND, AS FOR *YOU*, OX, I'M GETTING A LITTLE *TIRED* OF YOU TAKING SWIPES AT ME!

SO, I FIGURE IT'S TIME FOR ME TO GET *MY* LICKS IN NOW!

ALTHOUGH THERE *IS* ONE THING I'M GRATEFUL TO YOU FOR...

USUALLY I HAVE TO PULL MY PUNCHES WITH OTHER GUYS... BUT WITH *YOU*, I CAN REALLY LET MYSELF *GO!*...AHHH, THAT WAS LIKE A *SYMPHONY!!*

SANDMAN!! DON'T YOU *EVER* GIVE UP??

WHUMP!

WHEW!...EVEN WITH MY SPIDER-STRENGTH I'M *STILL* STARTING TO GET BUSHED! BUT, THERE'S *ONE* WAY I CAN GET A LITTLE REST...

IF I TIME THIS JUST RIGHT, I'LL HIT THAT GLASS CAGE OF THE TORCH'S WITH JUST ENOUGH FORCE...

...TO *SHATTER* IT...LIKE *THIS!!*

BOY! YOU SURE TOOK YOUR OWN SWEET TIME ABOUT *FREEING* ME!!

THAT'S *GRATITUDE* FOR YOU! SOME GUYS ARE *NEVER* SATISFIED!

I WAS BEGINNING TO THINK YOU WANTED TO HOG THE WHOLE FIGHT FOR *YOURSELF!*

OF ALL THE CRUMMY LUCK! NOW WE'VE GOT *TWO* OF THEM TO FIGHT!

COUNT YOUR BLESSINGS, MISTER! WHAT IF YOU HAD MY THREE *PARTNERS*, ALSO?

HEY, WEB-HEAD! SEE WHAT YOU CAN DO ABOUT THAT CHEMICAL FOAM SPRAY, HUH?

SURE! *ANYTHING* FOR AN OL' HUMAN MATCH-STICK!

HERE, I'LL ROUND 'EM UP FOR YOU WHILE YOU SLAP YOUR WEBBING OVER 'EM!

HEY, Y'KNOW SOMETHING? I HATE TO *SAY* IT, BUT WE MAKE A PRETTY GOOD TEAM!

BITE YOUR TONGUE, HOTHEAD!

OUR ONLY CHANCE IS TO TACKLE THEM ONE AT A TIME NOW! *QUICK*, MONTANA... YOUR ASBESTOS LASSO AGAIN!

HANG ON, TORCH... I'LL GET YOU OUTTA THAT IN A *FLASH!*

NO, MOTHER! I WANNA DO THIS *MYSELF!*

I HEAR Y'ALL TALKIN', PARD!

SORRY, CHUM! I WAS GOIN' TOO FAST TO *STOP!*

OKAY... NO HARM DONE... EXCEPT TO *THEM!* I'LL START TOSSING SOME FIERY BARRIERS AROUND OUR LITTLE FRIENDS AGAIN!

LOOK, OX... DON'T YOU HAVE SENSE ENOUGH TO *STAY* DOWN WHEN I KNOCK YOU DOWN?

WELL, I GUESS THAT WRAPS 'EM UP FOR NOW!

ALL EXCEPT *SANDMAN!* HE'S TRYING TO GET *AWAY!!*

YOU WON BY DUMB LUCK... BUT YOU'LL NEVER GET *ME!*

I'LL CUT OFF HIS ESCAPE WITH MY *WEB!*... HEY, LOOK *OUT!!*

YOU CLUMSY CHOWDERHEAD ...YOU TRIPPED *ME* WITH THAT NUTTY WEBBING OF YOURS...

AND JUST WHEN I WAS ABOUT TO *GRAB* HIM!

QUIT FLYING AROUND, YOU LAMEBRAIN!! WE'RE GETTING ALL TANGLED UP!!

WELL, STOP SHOOTING OUT THAT *WEBBING*, YOU COSTUMED *CLOWN!* I CAN'T SEE WHERE I'M GOIN'!!

THE ONLY WAY TO STRAIGHTEN THIS OUT IS FOR ME TO FLAME OFF! HEY... *NOW* WHAT ARE YOU DOIN'??

TRYING TO RIP MY WEB APART!! BUT, I *KNEW* I WAS WASTING MY TIME... IT'S TOO STRONG!

WE'LL JUST HAVE TO *WAIT* HERE FOR A WHILE TILL IT KINDA MELTS OFF US!

THE HECK WE WILL! STAY BACK, USELESS! EVEN IF IT *IS* ASBESTOS-TREATED, I'LL MELT IT OFF WITH A DOSE OF CONCENTRATED WHITE-HOT FLAME!!

HEY, NOT BAD, TORCHY! WHY DIDN'T YOU GET OUT OF THAT GLASS CAGE OF YOURS THE SAME WAY!?

BECAUSE THERE WASN'T ENOUGH *OXYGEN* IN THERE FOR ME TO IGNITE MYSELF! BUT, IF I'VE GOT ENOUGH AIR, *NOTHING* CAN STOP ME!

AND, IT LOOKS LIKE NOTHING STOPPED *SANDMAN*, EITHER! HE SEEMS TO HAVE GOTTEN AWAY!

NUTS! HE'S THE ONE I WAS MOST ANXIOUS TO GET... AFTER THE HARD TIME HE GAVE ME LAST MONTH!

YEAH, I *REMEMBER* THAT! EVERYONE THOUGHT YOU'D TURNED CHICKEN! WHAT MADE YOU RUN OUT ON THAT FIGHT WITH THE GREEN GOBLIN, ANYWAY?

ANYONE EVER TELL YOU THAT YOU ASK TOO MANY *QUESTIONS*, FELLA??

MEANTIME, BEFORE THE TWO COLORFUL TEEN-AGERS CAN REACH THEIR ALMOST-EXHAUSTED QUARRY...

LOOK! THE *SAND-MAN! GET 'IM*, MIKE!

OH, *NO!!* AFTER ME FINALLY ESCAPING THE TORCH AND SPIDER-MAN ---

BUT, YOU'RE WASTIN' YOUR TIME! *NOBODY* CAN HOLD ME! I'LL TURN TO SAND AND SLIP RIGHT THROUGH YOU...!

NOT *THIS* TIME, MISTER! WE'LL HANG ONTO YOU EVEN IF WE HAVE TO SCOOP YOU UP WITH A PAIL AND SHOVEL!!

IT'S NO USE! I'M TOO TIRED! CAN'T MAKE THE EFFORT... TOO MUCH OF A STRAIN... MIGHT AS WELL SURRENDER!

WE'VE *GOT* HIM! HE CAN'T GET AWAY!

ALL RIGHT, YOU WIN! I'LL GO BACK TO JAIL PEACEFULLY! *ANYTHING* IS BETTER THAN HAVING TO FACE *SPIDER-MAN* AND THAT FLAMING FREAK AGAIN!

SPIDER-MAN? THEN THE REPORTS MUST BE *TRUE!* HE *IS* BACK IN ACTION, FIGHTING CRIME ONCE MORE!

AND MORE *POWER* TO HIM, AS FAR AS *I'M* CONCERNED!

WELL, IT LOOKS AS THOUGH THE *POLICE* HAVE THINGS WELL IN HAND! NOTHING MORE FOR *US* TO DO!

THERE'S STILL *ONE* THING... THE THING YOU *ALWAYS* DO! YOU'LL TRY TO GET ALL THE *CREDIT*, WHILE *I* TAKE A POWDER! SO LONG, JUNIOR!

THE NEXT DAY, AT JAMESON'S OFFICE ...

HAVE YOU HEARD THE LATEST NEWS BULLETIN, MR. JAMESON? SPIDER-MAN, AIDED BY THE HUMAN TORCH, CAPTURED THE ENFORCERS AND CHASED THE SANDMAN INTO THE ARMS OF THE POLICE!

THAT MEANS HE'S A *HERO* AGAIN!!

I WONDER IF I'M TOO *OLD* TO JOIN THE FOREIGN LEGION??

HOW DID IT *HAPPEN*? JUST A SHORT TIME AGO SPIDER-MAN WAS PUBLIC HEEL #1! EVERYONE CALLED HIM A YELLOW COWARD! AND NOW... HE'S MORE GLAMOROUS THAN *EVER*! HOW? *HOW*??

MR. JAMESON! I'VE GOT SOMETHING TO *SHOW* YOU...!

THESE MAY MAKE YOU FEEL A LITTLE BETTER! THEY'RE A FULL PHOTOGRAPHIC RECORD OF THE FIGHT BETWEEN SPIDER-MAN AND THE ENFORCERS!!

THEY'RE *SENSATIONAL*!! IF THEY'RE NOT *FAKES*, THEY'LL SELL AN EXTRA HALF MILLION PAPERS FOR ME!

I CAN GUARANTEE THAT THEY'RE NOT FAKES!

I HATE LETTING THE OLD PIRATE *HAVE* THEM, BUT I CAN USE THE DOUGH!

I DON'T KNOW HOW YOU GOT THEM... AND I DON'T *CARE*! I'LL BUY THEM *ALL*!

THIS IS A *REAL* HAPPY ENDING! EVEN JAMESON FEELS GOOD NOW

SAY, BETTY, HOW ABOUT HAVING A SODA WITH ME TO CELEBRATE MY FIRST DAY BACK ON THE JOB?

OH, I'M SORRY, PETER! I'VE GOT A DATE WITH NED TONIGHT!

THAT SO? WELL, THEN, MAYBE I'LL SEE YOU *TOMORROW*, HUH?

SURE, PETER! THAT WOULD BE FINE!

HELLO, PETER! HOW'S IT GOING, FELLA?

JUST FINE, NED! THINGS COULDN'T BE BETTER! HAVE A NICE TIME TONIGHT, YOU TWO!

THANKS! WE'LL DO OUR BEST!

I'LL GIVE YOU A RING TOMORROW, BETTY! HAVE TO RUN NOW! SO LONG!

THAT PARKER SEEMS LIKE A NICE GUY, BETTY!

BUT... I DON'T UNDERSTAND! PETER SEEMS SO UNCONCERNED!

I SECRETLY HOPED HE'D BE A LITTLE *JEALOUS*! BUT... HE DOESN'T SEEM TO *CARE*! HAVE I... REALLY *LOST* HIM??

LATER, AS THE NEXT EDITION GOES ON SALE...

JONAH JAMESON DID IT AGAIN! AN EXCLUSIVE SET OF PHOTOS SHOWING SPIDER-MAN IN *ACTION!*

BUT, JUST THE OTHER DAY HE WAS CALLING SPIDEY A *FRAUD!*

DON'T YOU UNDERSTAND *PUBLICITY?* HE JUST DID IT TO GET PEOPLE INTERESTED! THEN HE PULLS OFF A STUNT LIKE *THIS!* I'LL BET THEY'RE BOTH IN CAHOOTS!

I WOULDN'T BE AT ALL SURPRISED!

AND, AT *FANTASTIC FOUR* HEADQUARTERS, ATOP THE FAMOUS BAXTER BUILDING, IN THE HEART OF THE CITY...

DID YOU EVER FIND OUT *WHY* SPIDER-MAN SEEMED TO ACT COWARDLY LAST MONTH, JOHNNY? WHAT *EXPLANATION* DID HE GIVE YOU?

NONE! GETTING INFORMATION OUT OF THAT WEB-SPINNER IS LIKE PULLIN' *TEETH!* I STILL CAN'T EVEN MAKE UP MY MIND WHETHER TO LIKE HIM OR *HATE* 'IM!

WHILE, OUTSIDE MIDTOWN HIGH SCHOOL, AT 3:00 P.M. ...

SO LONG, PETEY!

SEE YOU TOMORROW, LIZ!

"PETEY"! HE'S THE ONE!

SLOWLY, AT A SAFE DISTANCE, THE SILENT STRANGER FOLLOWS THE UNSUSPECTING TEEN-AGER...

IT'S GREAT TO HAVE THINGS BACK TO NORMAL AGAIN! I HAVEN'T A WORRY IN THE WORLD NOW!

HMM! HE TURNED OUT THE LIGHTS SOME TIME AGO! I GUESS IT'S SAFE TO PHONE AND CHECK IN NOW!

ALL RIGHT! NOW GET BACK TO YOUR POST UNTIL YOU'RE RELIEVED! I WANT HIM UNDER SURVEILLANCE EVERY MINUTE!

I'VE *GOT* TO KNOW FOR CERTAIN! AND THEN... WHEN I'M *SURE*... I'LL *ACT!*

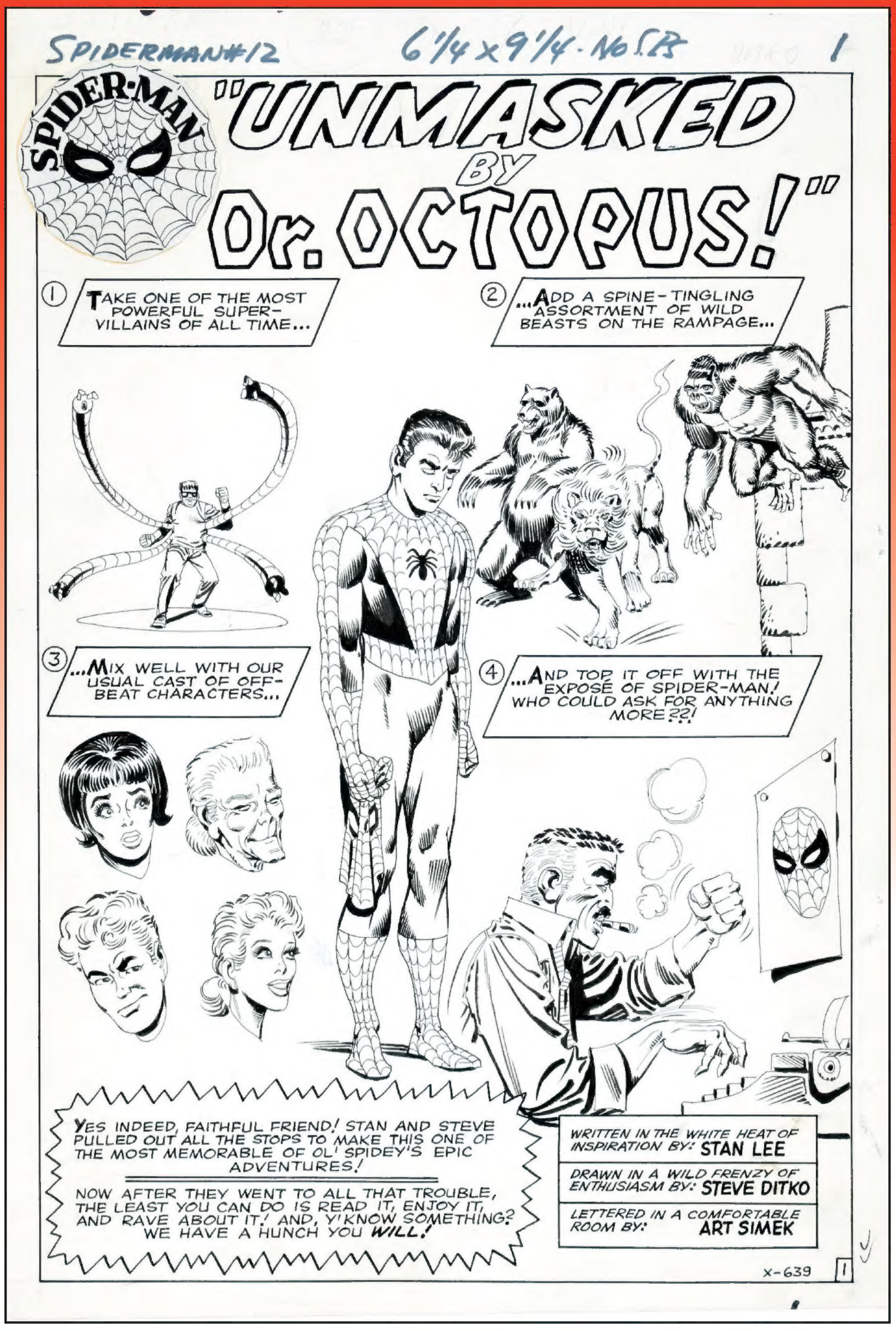
?

WHAT'S *THIS??* IT SEEMS THAT A *NEW* AND DIFFERENT MENACE IS ABOUT TO ENTER THE LIFE OF PETER PARKER! BE PREPARED FOR THE UNEXPECTED, AS SURPRISE FOLLOWS SURPRISE IN OUR NEXT SHOCK-FILLED ISSUE OF THE MAGAZINE THAT HAS BECOME ONE OF AMERICA'S FAVORITE READING HABITS...THE *AMAZING SPIDER-MAN!*

This production photostat of *The Amazing Spider-Man* #11 cover shows Steve Ditko's original depiction of Doctor Octopus without glasses and with a thinner face.

the AMAZING SPIDER-MAN
IND.
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP 12¢
11 APR.
Featuring:
THE LONG-AWAITED "RETURN of DOCTOR OCTOPUS!"
"TURNING POINT!"
SEE WHAT HAPPENS WHEN SPIDER-MAN DECIDES TO REVEAL HIS SECRET IDENTITY TO SOMEONE ELSE! WILL HE REALLY DO IT? WILL THIS BE THE TURNING POINT OF HIS AMAZING CAREER? OR--? BUT WHY NOT TURN THESE PAGES AND LEARN FOR YOURSELF, IN THIS CLASSIC TALE, TOLD IN THE MARVELOUS MARVEL MANNER!
ANOTHER SPECTACULAR SMASH-HIT FROM THE HOUSE OF IDEAS!

The Amazing Spider-Man #12 page 1 original art
by Steve Ditko


SPIDERMAN#12
6¼ x 9¼ - No. 2 Bs
1
SPIDER-MAN
"UNMASKED BY Dr. OCTOPUS!"
1 TAKE ONE OF THE MOST POWERFUL SUPER-VILLAINS OF ALL TIME...
2 ...ADD A SPINE-TINGLING ASSORTMENT OF WILD BEASTS ON THE RAMPAGE...
3 ...MIX WELL WITH OUR USUAL CAST OF OFF-BEAT CHARACTERS...
4 ...AND TOP IT OFF WITH THE EXPOSÉ OF SPIDER-MAN! WHO COULD ASK FOR ANYTHING MORE??!
YES INDEED, FAITHFUL FRIEND! STAN AND STEVE PULLED OUT ALL THE STOPS TO MAKE THIS ONE OF THE MOST MEMORABLE OF OL' SPIDEY'S EPIC ADVENTURES!
NOW AFTER THEY WENT TO ALL THAT TROUBLE, THE LEAST YOU CAN DO IS READ IT, ENJOY IT, AND RAVE ABOUT IT! AND, Y'KNOW SOMETHING? WE HAVE A HUNCH YOU WILL!
WRITTEN IN THE WHITE HEAT OF INSPIRATION BY: STAN LEE
DRAWN IN A WILD FRENZY OF ENTHUSIASM BY: STEVE DITKO
LETTERED IN A COMFORTABLE ROOM BY: ART SIMEK
X-639
1

Courtesy HeritageAuctions.com

The Amazing Spider-Man #12 page 17 original art

by Steve Ditko

SPIDERMAN 12
20
AND NOW, I'LL PROVE TO YOU THAT I CAN DO MORE THAN UTTER IDLE BOASTS!
TAKEN UNAWARES BY DR. OCTOPUS' SUDDEN MOVE, SPIDER-MAN ATTEMPTS TO HURL HIMSELF BACKWARDS OUT OF HARM'S WAY, BUT RECEIVES A SHARP BLOW AS HE DOES SO!
THIS IS ONLY THE BEGINNING, SPIDER-MAN! FROM NOW ON, I'LL BE ON TOP OF YOU AT EVERY TURN!
MY ONLY CHANCE IS TO AVOID HIS ARMS! IF HE GRABS ME, I'M COOKED!! WELL, NO PLACE TO GO BUT DOWN!
IT'S A LONG CHANCE, BUT MAYBE I CAN GET OUT OF HIS REACH IN THIS AIR SHAFT!
THEN I'LL FIGURE OUT A NEW PLAN OF ATTACK AND TAKE THE OFFENSIVE!
I'LL LOWER MYSELF BY MY WEB-- AND HOPE HE DIDN'T SEE ME!!
IT'S NO GOOD! HE KNOWS I'M HERE! BUT WAIT-- THIS IS MY CHANCE TO ATTACK-- NOW, WHEN HE THINKS I'M TRAPPED!!!
I'VE GOT MY WEBS STRETCHED TO EXACTLY THE RIGHT TENSION! NOW, ALL I NEED DO IS GIVE 'EM A SHARP TUG, AND...
GANGWAY, DOC OCK!!!!
17

Courtesy HeritageAuctions.com

The Amazing Spider-Man #18 page 22 original art

by Steve Ditko

TO Rob Work —
SPIDERMAN 18
28.
NOW THERE'S NOTHING TO STOP ME FROM BEING SPIDER-MAN AGAIN!! AUNT MAY HAS ENOUGH GUMPTION FOR BOTH OF US! I WON'T HAVE TO WORRY ABOUT HER ANY MORE!!
AS FOR J. JONAH JAMESON, BEFORE I'M THROUGH, HE'LL BE EATING HIS WORDS ABOUT ME!!
RIP!
FATE GAVE ME SOME TERRIFIC SUPER-POWERS, AND I REALIZE NOW THAT IT'S MY DUTY TO USE THEM... WITHOUT DOUBT... WITHOUT HESITATION ...!!
---AND THAT MEANS SPIDER-MAN IS GOING INTO ACTION AGAIN! I'LL FIGHT AS I'VE NEVER FOUGHT BEFORE!! NOTHING WILL STOP ME NOW! FOR I KNOW AT LAST THAT A MAN CAN'T CHANGE HIS DESTINY---AND I WAS BORN TO BE --- SPIDER-MAN!!!
WE TOLD YOU THIS TALE WOULD BE DIFFERENT, DIDN'T WE??SO FAR AS WE KNOW, IT'S THE FIRST TIME IN HISTORY THAT AN ADVENTURE HERO HAD NO ACTUAL FIGHT WITH ANY FOE!
BUT...NOW THE RESPITE IS OVER! NEXT ISH WILL FEATURE SPIDER-MAN FIGHTING AS ONLY HE CAN! SO, GET THOSE WEBS UNTANGLED, AND BE WITH US WHEN SPIDEY SHOWS THE WHOLE WIDE WORLD WHAT HE'S REALLY MADE OF!!
THE END FOR NOW
22.

Courtesy HeritageAuctions.com

the AMAZING SPIDER-MAN
MARVEL COMICS GROUP 12¢
12 MAY
LOOK WHO'S BACK!!
NOT A DREAM!! NOT AN IMAGINARY TALE! YOU'LL GASP IN AMAZEMENT WHEN PETER IS
"UNMASKED by Dr. OCTOPUS!"
THE LATEST... THE GREATEST SPIDER-MAN SUPER-SPECTACULAR!

the AMAZING SPIDER-MAN
MARVEL COMICS GROUP 12¢
13 JUNE
WE'VE DONE IT! WE'VE CREATED THE GREATEST VILLAIN OF ALL FOR OL' SPIDEY!
"MYSTERIO!"
WHO, OR WHAT IS HE?
WHAT'S THIS?? SPIDER-MAN TURNING TO CRIME?? YOU'RE IN FOR A REAL SHOCK!
EVER SEE A COMIC MAG SUPER-HERO TAKE HIS TROUBLES TO A PSYCHIATRIST? YOU WILL NOW!

the AMAZING SPIDER-MAN
MARVEL COMICS GROUP 12¢
14 JULY
WOW!! JUST WAIT TILL YOU SEE "The GREEN GOBLIN!"
DOES THE GREEN GOBLIN LOOK CUTE TO YOU? DOES HE MAKE YOU WANT TO SMILE? WELL, FORGET IT! HE'S THE MOST SINISTER, MOST DANGEROUS FOE SPIDEY'S EVER FOUGHT!
GUEST-STARRING NONE OTHER THAN THAT RAMPAGING POWERHOUSE, THE INCREDIBLE HULK!
NO! YOU'RE NOT SEEING THINGS! THESE REALLY ARE THE EVIL ENFORCERS, BACK AGAIN TO GANG UP ON OUR OL' WEB-SPINNER!

the AMAZING SPIDER-MAN
MARVEL COMICS GROUP 12¢
15 AUG
SO YOU THINK THERE ARE NO NEW TYPES OF SUPER-VILLAINS LEFT FOR OL' SPIDEY TO BATTLE, EH? WELL, YOU'VE GOT A SURPRISE COMING! HERE'S ONE OF THE NEWEST AND GREATEST OF ALL ...
"KRAVEN, THE HUNTER!"
SPECIAL GUEST STAR: RE-INTRODUCING ONE OF THE FIRST FOES SPIDER-MAN EVER FOUGHT!
THE CHAMELEON

ANNUAL
72 BIG PAGES ANNUAL
the AMAZING SPIDER-MAN
MARVEL COMICS GROUP 25¢
#1 1964
FEATURING! SPIDEY'S BIGGEST LONGEST, GREATEST BATTLE, AS HE ATTACKS!
"THE SINISTER SIX!"
WITH A GALAXY OF THE MOST SOC-SHAKING GUEST-STARS THAT YOU CAN SHAKE A WEB AT!
JAM-PACKED WITH SPECIAL SURPRISE FEATURES

the AMAZING SPIDER-MAN
MARVEL COMICS GROUP 12¢
16 SEPT.
"SPIDEY BATTLES DAREDEVIL!"
FEATURING: THE EERIE MENACE OF THE RINGMASTER !!
WARNING!! IF YOU DON'T SAY THIS IS ONE OF THE GREATEST ISSUES YOU'VE EVER READ, WE MAY NEVER TALK TO YOU AGAIN!

the AMAZING SPIDER-MAN
MARVEL COMICS GROUP 12¢
17 OCT.
THE RETURN OF THE GREEN GOBLIN! (AND WHAT A RETURN IT IS!!)
GUEST-STARRING: THE HUMAN TORCH

the AMAZING SPIDER-MAN
MARVEL COMICS GROUP 12¢
18 NOV
ONLY MIGHTY MARVEL WOULD DARE TO ATTEMPT SUCH A TALE!
"THE END OF SPIDER-MAN!"
THE STORY YOU NEVER EXPECTED TO READ!!
WHY DOES SPIDEY CRINGE IN HELPLESS FEAR AS THE EVIL SANDMAN STALKS THE CITY'S STREETS?
BE PREPARED FOR COUNTLESS SURPRISES IN THIS GREAT, DRAMATIC, OFF-BEAT ISSUE!

the AMAZING SPIDER-MAN
MARVEL COMICS GROUP 12¢
19 DEC.
AN ADVENTURE EPIC OF MOST COMPELLING EXCELLENCE...
"SPIDEY STRIKES BACK!"
BRIMMING WITH SUCH GREAT GUEST STARS AS... the HUMAN TORCH! the SANDMAN! the Evil ENFORCERS!

VOLUME
2

MIGHTY MARVEL MASTERWORKS

MARVEL

READ THE AMAZING STORIES THAT GAVE BIRTH TO YOUR FAVORITE SUPER HEROES IN THE MIGHTY MARVEL MASTERWORKS!

Stan Lee, Jack Kirby, Steve Ditko and their Marvel Bullpen friends invented an exciting new approach to comic books. Together, they created Spider-Man, the Fantastic Four, the X-Men, the Avengers and many more of the greatest super heroes ever! The Marvel Masterworks present each character's adventures from the very beginning.

COLLECTING *THE AMAZING SPIDER-MAN* #11-19 & *ANNUAL* #1